

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION**

In re:

J. C. PENNEY COMPANY, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-20182 (DRJ)

(Jointly Administered)

**FIRST MONTHLY FEE STATEMENT OF  
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP  
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT  
OF EXPENSES AS ATTORNEYS TO THE DEBTORS AND DEBTORS IN  
POSSESSION FOR THE PERIOD FROM MAY 15, 2020, THROUGH JUNE 30, 2020**

Name of Applicant:	Kirkland & Ellis LLP and Kirkland & Ellis International LLP	
Applicant's Role in Case:	Attorneys to the Debtors-in-Possession	
Date Order of Employment Signed:	July 2, 2020, 2020 [Docket No. 962]	
	Beginning of Period	End of Period
Time period covered by this statement:	May 15, 2020	June 30, 2020
Summary of Total Fees and Expenses Requested:		
Total fees requested in this statement:	\$7,222,863.60 (80% of \$9,028,579.50)	
Total expenses requested in this statement:	\$75,655.26	
Total fees and expenses requested in this statement (inclusive of holdback amount):	\$9,104,234.76	
Summary of Attorney Fees Requested:		
Total attorney fees requested in this statement:	\$8,715,066.00	
Total actual attorney hours covered by this statement:	9,330.90	
Average hourly rate for attorneys:	\$934.00	

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://cases.primeclerk.com/JCPenney>. The location of Debtor J. C. Penney Company, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 6501 Legacy Drive, Plano, Texas 75024.

Summary of Paraprofessional Fees Requested:	
Total paraprofessional fees requested in this statement:	\$313,513.50
Total actual paraprofessional hours covered by this statement:	863.30
Average hourly rate for paraprofessionals:	\$363.16

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of May 15, 2020* [Docket No. 962], the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 995] (the “Interim Compensation Order”), the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), attorneys for J. C. Penney Company, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), hereby files this monthly fee statement (this “Monthly Fee Statement”) for (i) compensation in the amount of \$7,222,863.60 for the reasonable and necessary legal services K&E rendered to the Debtors from payment of compensation for professional services rendered to the Debtors from May 15, 2020, through and including June 30, 2020 (the “Fee Period”) (80% of \$9,028,579.50) and (ii) reimbursement for the actual and necessary expenses that K&E incurred, in the amount of \$75,655.26 during the Fee Period.

**Itemization of Services Rendered and Disbursements Incurred**

1. In support this Monthly Fee Statement, attached are the following exhibits:
  - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by K&E partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories K&E established in accordance with its internal billing procedures. As reflected in **Exhibit A**, K&E incurred \$9,028,579.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, K&E seeks reimbursement for 80% of such fees (\$7,222,863.60 in the aggregate).
  - **Exhibit B** is a schedule providing certain information regarding the K&E attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of K&E have expended a total of 10,194.20 hours in connection with these chapter 11 cases during the Fee Period.
  - **Exhibit C** is a schedule for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for K&E's out-of-pocket expenses.
  - **Exhibit D** consists of K&E's records of fees and expenses incurred during the Fee Period in the rendition of the professional services to the Debtors and their estates.

**Representations**

2. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. K&E reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent Monthly Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Bankruptcy Local Rules, and the Interim Compensation Order.

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WHEREFORE, K&E requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$7,298,518.86 consisting of (a) \$7,222,863.60, which is 80% of the fees incurred by the Debtors for reasonable and necessary professional services rendered by K&E; and (b) \$75,655.26 for actual and necessary costs and expenses, and that such fees and expense be paid as administrative expenses of the Debtors' estates.

Respectfully Submitted,  
September 15, 2020

*/s/ Jennifer F. Wertz*

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**Exhibit A****Summary of Legal Fees and Expenses for the Fee Period**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Total Compensation</b>
2	Chapter 11 Filing	225.30	\$178,110.00	\$0.00	\$178,110.00
3	Corp., Governance & Securities Matters	976.30	\$986,807.00	\$0.00	\$986,807.00
4	RSA Amend. & Compliance/DIP Fin/Cash Col	1,676.40	\$1,618,310.00	\$0.00	\$1,618,310.00
5	Restruc. Trans/DS/Plan Conf./Emergence	419.00	\$427,727.50	\$0.00	\$427,727.50
6	Owned Property Sales and Dispositions	1,759.50	\$1,498,524.00	\$0.00	\$1,498,524.00
7	Adversary Proceedings & Contested Matters	307.50	\$249,776.00	\$0.00	\$249,776.00
8	Automatic Stay	71.10	\$68,291.50	\$0.00	\$68,291.50
9	Non-Retail Bus. Op/Contracts/Vend/Suppl.	378.20	\$334,115.00	\$0.00	\$334,115.00
10	Retail Bus. Op./Unexpired Lease/GOB Sale	1,487.40	\$1,275,256.50	\$0.00	\$1,275,256.50
11	Employee Issues	75.80	\$77,635.50	\$0.00	\$77,635.50
12	Utilities	84.40	\$51,758.50	\$0.00	\$51,758.50
13	Schedules / SOFA	58.40	\$49,519.50	\$0.00	\$49,519.50
14	US Trustee Issues / Reporting	2.90	\$2,650.00	\$0.00	\$2,650.00
15	Creditor Committee Issues	120.20	\$109,560.00	\$0.00	\$109,560.00
16	Claims Analysis and Objections	16.40	\$12,463.50	\$0.00	\$12,463.50
17	K&E Fee & Employment Apps/Objections	278.10	\$133,494.50	\$0.00	\$133,494.50
18	Other Fee and Employment Apps/Objections	208.10	\$163,232.00	\$0.00	\$163,232.00
19	Case Administration	521.80	\$365,967.00	\$0.00	\$365,967.00
20	Hearings	460.60	\$406,542.50	\$0.00	\$406,542.50
22	Expenses	-	\$0.00	\$75,446.32	\$75,446.32
23	REIT - Property Analysis	890.90	\$828,384.00	\$0.00	\$828,384.00
25	REIT - Expenses	-	\$0.00	\$208.94	\$208.94
26	Tax	133.10	\$142,281.50	\$0.00	\$142,281.50
27	Client vs. Amend, Michael, et al.	40.80	\$46,068.50	\$0.00	\$46,068.50
28	IP Asset Maintenance / Operations	2.00	\$2,105.00	\$0.00	\$2,105.00
<b>Totals</b>		<b>10,194.20</b>	<b>\$9,028,579.50</b>	<b>\$75,655.26</b>	<b>\$9,104,234.76</b>

**Exhibit B****Summary of Hours Billed by K&E Attorneys and Paraprofessionals for the Fee Period**

<b>Professional Person</b>	<b>Position with the Applicant</b>	<b>Year Admitted</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Margaret R. Alden	Associate	2020	Restructuring	\$610.00	158.60	\$96,746.00
Taylor John Anthony	Associate	2016	Corporate - Capital Markets	\$965.00	1.70	\$1,640.50
Tyler Bartholome	Associate	2019	Corporate - Asset Finance/Securitization	\$610.00	21.30	\$12,993.00
Kevin S. Beckoff	Associate	2019	Real Estate	\$740.00	23.70	\$17,538.00
Jenn Betts	Associate	2016	Corporate - M&A/Private Equity	\$1,035.00	29.80	\$30,843.00
Jessica Bihl	Associate	2017	Corporate - General	\$845.00	81.90	\$69,205.50
Justin Bosworth	Associate	2017	Corporate - Capital Markets	\$845.00	5.50	\$4,647.50
Lucas W. Brown	Associate	2020	Restructuring	\$610.00	276.60	\$168,726.00
Chris Burkhalter	Associate	Pending	Litigation - General	\$835.00	5.30	\$4,425.50
Andres Cantero Jr.	Associate	2016	Real Estate	\$845.00	109.50	\$92,527.50
Daniel Carlomany	Associate	2019	Corporate - General	\$610.00	61.40	\$37,454.00
Chris Ceresa	Associate	2020	Restructuring	\$610.00	226.60	\$138,226.00
Rebecca Blake Chaikin	Associate	2015	Restructuring	\$1,085.00	382.10	\$414,578.50
Daniel Cho	Associate	2017	Real Estate	\$965.00	19.30	\$18,624.50
Jacob R. Clark	Associate	2017	Real Estate	\$965.00	63.40	\$61,181.00
Lizbeth Cordova	Associate	2020	Real Estate	\$610.00	243.80	\$148,718.00
Tess Elizabeth Dennis	Associate	2019	Corporate - General	\$610.00	54.20	\$33,062.00
Allyson N. Dillon	Associate	2020	Real Estate	\$610.00	59.50	\$36,295.00
Alistair Fatheazam	Associate	2019	Restructuring	\$740.00	157.40	\$116,476.00
Josh Fintel	Associate	2018	Real Estate	\$740.00	25.60	\$18,944.00
Jake Flood	Associate	2018	Corporate - General	\$740.00	52.20	\$38,628.00
Vanessa Gomez	Associate	2019	Real Estate	\$740.00	130.00	\$96,200.00
Jake William Gordon	Associate	2017	Restructuring	\$845.00	297.10	\$251,049.50
Jason Niels Grover	Associate	2019	Corporate - General	\$610.00	21.00	\$12,810.00
Jae Ha	Associate	2019	Corporate - General	\$610.00	70.00	\$42,700.00
Key Hemyari	Associate	2017	Corporate - M&A/Private Equity	\$845.00	60.60	\$51,207.00
Paul Stephens Hendrickson	Associate	2014	Taxation	\$975.00	98.90	\$96,427.50
Timothy Conor Hughes	Associate	2016	Corporate - Debt Finance	\$965.00	273.80	\$264,217.00
Andrew Hurley	Associate	2016	Corporate - Debt Finance	\$845.00	0.50	\$422.50
Michael Kalis	Associate	2014	Litigation - General	\$1,025.00	7.10	\$7,277.50
Natalie Kannan	Associate	2019	Taxation	\$645.00	4.90	\$3,160.50
Anusheh Khoshsim	Associate	2019	Labor & Employment	\$610.00	0.80	\$488.00
Sohil Khurana	Associate	2019	Real Estate	\$740.00	108.90	\$80,586.00
Talia Krause	Associate	Pending	Real Estate	\$610.00	219.60	\$133,956.00
Nick Krislov	Associate	2018	Restructuring	\$740.00	157.20	\$116,328.00
Will Lawley	Associate	2017	Corporate - General	\$845.00	105.00	\$88,725.00
Shelby Nicole Lindholm	Associate	2019	Corporate - General	\$610.00	18.10	\$11,041.00

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Mark Steven Lipschultz	Associate	2017	Real Estate	\$845.00	55.50	\$46,897.50
Neal Loughery	Associate	2018	Corporate - Debt Finance	\$740.00	27.90	\$20,646.00
Mike Lowes	Associate	2017	Corporate - General	\$845.00	32.80	\$27,716.00
Christopher Mahoney	Associate	2020	Real Estate	\$610.00	74.70	\$45,567.00
Tiffany T. Mason	Associate	2016	Corporate - General	\$740.00	95.70	\$70,818.00
Ryan D. McNamara	Associate	2019	Corporate - General	\$610.00	45.50	\$27,755.00
Lekha Menon	Associate	2019	Litigation - General	\$725.00	131.60	\$95,410.00
Joshua Merrill	Associate	2014	Corporate - M&A/Private Equity	\$1,085.00	171.30	\$185,860.50
Benjamin J. Meyer	Associate	2018	Corporate - General	\$610.00	16.60	\$10,126.00
Adine Mitrani	Associate	2017	Technology & IP Transactions	\$965.00	34.10	\$32,906.50
Colin Mize	Associate	2017	Corporate - M&A/Private Equity	\$845.00	37.20	\$31,434.00
Emily Morrison	Associate	2017	Employee Benefits	\$845.00	14.70	\$12,421.50
Eric Mossor	Associate	2019	Corporate - General	\$610.00	104.50	\$63,745.00
Arthur Patrick Muszynski	Associate	2019	Corporate - General	\$610.00	38.00	\$23,180.00
Puja Narain	Associate	2019	Corporate - General	\$610.00	48.10	\$29,341.00
Tyler E. Neal	Associate	2016	Corporate - General	\$740.00	39.90	\$29,526.00
Benjamin O'Connor	Associate	2015	Litigation - General	\$970.00	140.30	\$136,091.00
Thomas P. O'Connor	Associate	2016	Real Estate	\$1,035.00	3.10	\$3,208.50
Kimberly Pageau	Associate	2017	Restructuring	\$740.00	169.40	\$125,356.00
Miriam A. Peguero Medrano	Associate	2019	Restructuring	\$740.00	11.00	\$8,140.00
Tarah Lorraine Perkins	Associate	2019	Corporate - General	\$610.00	47.50	\$28,975.00
Jessie Perlman	Associate	2019	Technology & IP Transactions	\$610.00	33.00	\$20,130.00
John Phelan	Associate	2019	Corporate - General	\$610.00	27.90	\$17,019.00
Callie Jones Poorman	Associate	2017	Real Estate	\$845.00	63.70	\$53,826.50
Prentis Robinson	Associate	Pending	Restructuring	\$610.00	112.90	\$68,869.00
Katie Roddy	Associate	2014	Real Estate	\$1,085.00	49.10	\$53,273.50
Lauren E. Roman	Associate	2018	Real Estate	\$740.00	20.80	\$15,392.00
Alexander Romano	Associate	2019	Corporate - General	\$610.00	96.20	\$58,682.00
Nicholas Ruge	Associate	2017	Litigation - General	\$835.00	181.70	\$151,719.50
Lisa Santaniello	Associate	2019	Litigation - General	\$610.00	16.50	\$10,065.00
Stephanie Goldkopf Scheer	Associate	2018	Real Estate	\$740.00	1.00	\$740.00
Matthew A. Schroth	Associate	2019	Real Estate	\$740.00	171.20	\$126,688.00
Lauren J. Schweitzer	Associate	2014	IP Litigation	\$1,025.00	12.10	\$12,402.50
Conrad Steele	Associate	2013	Real Estate	\$1,085.00	12.20	\$13,237.00
Sam Steinman	Associate	2017	Real Estate	\$965.00	72.50	\$69,962.50
Steven B. Taylor	Associate	2017	Litigation - General	\$725.00	6.00	\$4,350.00
Gregory Tsonis	Associate	2015	Litigation - General	\$970.00	148.90	\$144,433.00
Allyson Smith Weinhouse	Associate	2017	Restructuring	\$965.00	81.00	\$78,165.00
Logan Weissler	Associate	2018	Corporate - Capital Markets	\$740.00	89.40	\$66,156.00
Nancy Zambrana	Associate	2018	Real Estate	\$845.00	45.10	\$38,109.50
Samuel Zaretsky	Associate	2018	Real Estate	\$845.00	110.50	\$93,372.50
Eric Zhi	Associate	2018	Real Estate	\$740.00	62.10	\$45,954.00

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Victoria M. Zhou	Associate	2015	Real Estate	\$1,085.00	137.40	\$149,079.00
Abbey Zuech	Associate	2019	Corporate - General	\$610.00	40.00	\$24,400.00
Christine S. Matott	Of Counsel	2006	Employee Benefits	\$1,195.00	0.30	\$358.50
Matthew Antinossi	Partner	1999	Employee Benefits	\$1,375.00	17.00	\$23,375.00
Jeffrey Ayer	Partner	1996	Litigation - Antitrust/Competition	\$1,165.00	23.40	\$27,261.00
Mike Beinus, P.C.	Partner	1999	Taxation	\$1,745.00	29.30	\$51,128.50
Justin Bender	Partner	2005	Real Estate	\$1,275.00	10.00	\$12,750.00
Scott A. Berger, P.C.	Partner	1985	Real Estate	\$1,595.00	6.90	\$11,005.50
John G. Caruso	Partner	1992	Real Estate	\$1,385.00	7.00	\$9,695.00
Kate Coverdale	Partner	2010	Executive Compensation	\$1,215.00	0.70	\$850.50
Ian Craig	Partner	2014	Real Estate	\$1,135.00	122.60	\$139,151.00
Justin C. Elliott	Partner	2011	Real Estate	\$1,195.00	173.90	\$207,810.50
Lisa G. Esayian	Partner	1991	Litigation - General	\$1,285.00	0.20	\$257.00
Michael P. Esser	Partner	2009	Litigation - General	\$1,165.00	37.40	\$43,571.00
Joshua Faulkner	Partner	2011	Real Estate	\$1,165.00	6.50	\$7,572.50
Jeremy A. Fielding, P.C.	Partner	2003	Litigation - General	\$1,295.00	6.70	\$8,676.50
Travis C. Fleming	Partner	2007	Real Estate	\$1,275.00	4.00	\$5,100.00
Yates French	Partner	2008	Litigation - General	\$1,165.00	120.70	\$140,615.50
Austin Glassman	Partner	2013	Corporate - Debt Finance	\$1,165.00	246.20	\$286,823.00
Susan D. Golden	Partner	1988	Restructuring	\$1,175.00	0.70	\$822.50
John Thomas Goldman	Partner	2002	Real Estate	\$1,195.00	347.70	\$415,501.50
Scott J. Gordon	Partner	1994	Corporate - Derivatives	\$1,645.00	3.80	\$6,251.00
Joshua P. Hanna, P.C.	Partner	1999	Real Estate	\$1,415.00	0.70	\$990.50
Walter S. Holzer, P.C.	Partner	1995	Corporate - M&A/Private Equity	\$1,465.00	10.30	\$15,089.50
Sophia Hudson, P.C.	Partner	2007	Corporate - Capital Markets	\$1,525.00	9.40	\$14,335.00
Lanchi Huynh	Partner	2006	Corporate - Capital Markets	\$1,305.00	166.60	\$217,413.00
Melissa D. Kalka	Partner	2012	Corporate - M&A/Private Equity	\$1,165.00	204.70	\$238,475.50
R.D. Kohut	Partner	2004	Labor & Employment	\$1,175.00	0.60	\$705.00
Aisha P. Lavinier	Partner	2013	Corporate - M&A/Private Equity	\$1,135.00	95.70	\$108,619.50
Marc Anthony Lipscomb	Partner	2013	Corporate - M&A/Private Equity	\$1,135.00	39.60	\$44,946.00
Joseph A. Loy, P.C.	Partner	2005	IP Litigation	\$1,285.00	1.00	\$1,285.00
Christopher Marcus, P.C.	Partner	2000	Restructuring	\$1,635.00	78.80	\$128,838.00
Todd F. Maynes, P.C.	Partner	1988	Taxation	\$1,845.00	0.50	\$922.50
Peter J. Mee	Partner	2009	Labor & Employment	\$1,165.00	1.50	\$1,747.50
Roberto S. Miceli	Partner	1996	Real Estate	\$1,385.00	5.40	\$7,479.00
David M. Nemecek, P.C.	Partner	2003	Corporate - Debt Finance	\$1,565.00	13.10	\$20,501.50
Daniel Perlman, P.C.	Partner	1985	Real Estate	\$1,535.00	1.10	\$1,688.50
Adam V. Petravicius	Partner	1995	Technology & IP Transactions	\$1,245.00	3.70	\$4,606.50

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Scott D. Price, P.C.	Partner	1991	Executive Compensation	\$1,635.00	11.30	\$18,475.50
Jeffrey S. Quinn	Partner	1998	Employee Benefits	\$1,375.00	3.40	\$4,675.00
Claudia Ray	Partner	1993	IP Litigation	\$1,295.00	8.30	\$10,748.50
Jeffrey S. Rheeling	Partner	1993	Real Estate	\$1,385.00	41.80	\$57,893.00
Tana Ryan, P.C.	Partner	2003	Corporate - M&A/Private Equity	\$1,395.00	29.40	\$41,013.00
Drue A. Santora	Partner	2012	Corporate - Derivatives	\$1,175.00	3.90	\$4,582.50
Jonathan A. Schechter, P.C.	Partner	1999	Real Estate	\$1,525.00	70.90	\$108,122.50
Eric L. Schiele, P.C.	Partner	2001	Corporate - M&A/Private Equity	\$1,595.00	0.70	\$1,116.50
Edward J. Schneidman, P.C.	Partner	1980	Corporate - Capital Markets	\$1,595.00	17.00	\$27,115.00
Cephas Sekhar	Partner	2011	Corporate - M&A/Private Equity	\$1,215.00	5.20	\$6,318.00
Christian Semonsen	Partner	1999	Environment - Transactional	\$1,235.00	21.00	\$25,935.00
Anthony Vincenzo Sexton	Partner	2011	Taxation	\$1,265.00	29.70	\$37,570.50
Jennifer Sheehan	Partner	2009	Real Estate	\$1,275.00	25.70	\$32,767.50
Michael B. Slade	Partner	1999	Litigation - General	\$1,395.00	134.90	\$188,185.50
Al Stemp, P.C.	Partner	2002	Real Estate	\$1,415.00	2.10	\$2,971.50
Josh Sussberg, P.C.	Partner	2004	Restructuring	\$1,635.00	143.10	\$233,968.50
Christopher Thomas, P.C.	Partner	2009	Corporate - M&A/Private Equity	\$1,215.00	5.50	\$6,682.50
Michael D. Thorpe	Partner	2009	Litigation - Antitrust/Competition	\$1,165.00	1.10	\$1,281.50
Stephen G. Tomlinson, P.C.	Partner	1984	Real Estate	\$1,535.00	25.00	\$38,375.00
Steve Toth	Partner	2005	Corporate - M&A/Private Equity	\$1,295.00	12.40	\$16,058.00
Seth Traxler, P.C.	Partner	1997	Technology & IP Transactions	\$1,495.00	6.00	\$8,970.00
Andrew R. Van Noord, P.C.	Partner	2008	Real Estate	\$1,395.00	61.90	\$86,350.50
Aparna Yenamandra	Partner	2013	Restructuring	\$1,165.00	309.40	\$360,451.00
<b>Totals for Attorneys</b>					<b>9,330.90</b>	<b>\$8,715,066.00</b>

Paraprofessional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Allison Biolsi	Junior Paralegal	N/A	Corporate - General	\$275.00	1.00	\$275.00
Tiffany Lang Chau	Junior Paralegal	N/A	Corporate - Debt Finance	\$255.00	4.20	\$1,071.00
Andrew Levy	Junior Paralegal	N/A	Corporate - Investment Funds	\$275.00	2.50	\$687.50

Paraprofessional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Marjorie Melicharek	Junior Paralegal	N/A	Litigation - General	\$275.00	85.60	\$23,540.00
Kathryn Adele Scott	Junior Paralegal	N/A	Corporate - General	\$275.00	6.50	\$1,787.50
Lydia Yale	Junior Paralegal	N/A	Restructuring	\$275.00	57.20	\$15,730.00
April B. Abrams	Paralegal	N/A	Real Estate	\$460.00	81.00	\$37,260.00
Joanna Aybar	Paralegal	N/A	Corporate - M&A/Private Equity	\$340.00	10.50	\$3,570.00
Curt E. Bersche	Paralegal	N/A	Real Estate	\$375.00	14.40	\$5,400.00
Joseph A. Correia	Paralegal	N/A	Corporate - Debt Finance	\$445.00	26.10	\$11,614.50
Ben Fahey-Burke	Paralegal	N/A	Litigation - General	\$415.00	6.80	\$2,822.00
Julia R. Foster	Paralegal	N/A	Restructuring	\$340.00	115.30	\$39,202.00
Meghan E. Guzaitis	Paralegal	N/A	Litigation - General	\$445.00	112.70	\$50,151.50
Sara Handibode	Paralegal	N/A	Real Estate	\$445.00	7.80	\$3,471.00
David P. Liebowitz	Paralegal	N/A	Real Estate	\$445.00	48.80	\$21,716.00
Meg McCarthy	Paralegal	N/A	Litigation - General	\$340.00	1.50	\$510.00
Carrie Therese Oppenheim	Paralegal	N/A	Restructuring	\$445.00	8.20	\$3,649.00
Laurie Ruxton	Paralegal	N/A	Real Estate	\$445.00	19.30	\$8,588.50
Christina Soriano	Paralegal	N/A	Real Estate	\$460.00	20.30	\$9,338.00
John Ackerman	Conflicts Analyst	N/A	Conflicts Analysis	\$265.00	9.60	\$2,544.00
Megan Buenviaje	Litigation Support Specialist	N/A	Litigation - General	\$395.00	14.60	\$5,767.00
Michael Y. Chan	Conflicts Analyst	N/A	Conflicts Analysis	\$265.00	46.50	\$12,322.50
Library Factual Research	Library Services	N/A	Library Services	\$375.00	2.50	\$937.50
Song Lin	Litigation Support Specialist	N/A	Litigation - General	\$410.00	17.60	\$7,216.00
Corinna Luschini	Conflicts Analyst	N/A	Conflicts Analysis	\$265.00	26.60	\$7,049.00
Eric Nyberg	Conflicts Analyst	N/A	Conflicts Analysis	\$265.00	30.50	\$8,082.50
Kenneth Sampson	Conflicts Analyst	N/A	Conflicts Analysis	\$395.00	14.00	\$5,530.00
Elaine Santucci	Conflicts Analyst	N/A	Conflicts Analysis	\$395.00	10.70	\$4,226.50
Arisa Scott	Conflicts Analyst	N/A	Conflicts Analysis	\$230.00	16.00	\$3,680.00
Josh Urban	Litigation Support Specialist	N/A	Litigation - General	\$390.00	30.80	\$12,012.00
Amy Zayed	Conflicts Analyst	N/A	Conflicts Analysis	\$265.00	14.20	\$3,763.00
<b>Totals for Paraprofessionals</b>					<b>863.30</b>	<b>\$313,513.50</b>

**Total Fees Requested****10,194.20****\$9,028,579.50**



**Exhibit C****Summary of Expenses for the Fee Period**

<b>Expense Categories</b>	<b>Amount</b>
Third Party Telephone Charges	\$2,274.76
Standard Copies or Prints	\$2,667.20
Binding	\$6.30
Tabs/Indexes/Dividers	\$21.71
Color Copies or Prints	\$3,328.60
File Conversion	\$86.70
OCR Only	\$410.61
4" Binders	\$52.00
Outside Messenger Services	\$375.21
Other Travel Expenses	\$2,344.15
Court Reporter Fee/Deposition	\$4,090.35
Other Court Costs and Fees	\$1.00
Outside Printing Services	\$5,753.15
Outside Copy/Binding Services	\$545.27
Working Meals/K&E Only	\$295.28
Catering Expenses	\$276.00
Outside Retrieval Service	\$14,880.30
Computer Database Research	\$3,919.66
Westlaw Research	\$8,746.83
LexisNexis Research	\$3,812.41
Overtime Transportation	\$13.50
Secretarial Overtime	\$0.00
Document Services Overtime	\$2,694.81
Miscellaneous Office Expenses	\$17,975.30
Overnight Delivery - Hard	\$143.82
Computer Database Research - Soft	\$731.40
REIT - Third Party Telephone Charges	\$17.14
REIT - Standard Copies or Prints	\$25.92
REIT - Color Copies or Prints	\$72.05
REIT - Westlaw Research	\$53.72
REIT - Overtime Meals - Attorney	\$39.11
REIT - Computer Database Research - Soft	\$1.00
<b>Total</b>	<b>\$75,655.26</b>

**Exhibit D**

**Detailed Description of Fees, Expenses and Disbursements**



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032368**

**Client Matter: 47223-2**

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## In the Matter of Chapter 11 Filing

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 178,110.00

Total legal services rendered

\$ 178,110.00

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Chapter 11 Filing

Invoice Number: 1050032368  
Matter Number: 47223-2

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Margaret R. Alden	10.80	610.00	6,588.00
Joanna Aybar	10.50	340.00	3,570.00
Chris Ceresa	10.70	610.00	6,527.00
Rebecca Blake Chaikin	27.20	1,085.00	29,512.00
Alistair Fatheazam	16.20	740.00	11,988.00
Julia R. Foster	25.60	340.00	8,704.00
Austin Glassman	3.80	1,165.00	4,427.00
Jake William Gordon	17.10	845.00	14,449.50
Walter S. Holzer, P.C.	0.50	1,465.00	732.50
Timothy Conor Hughes	3.60	965.00	3,474.00
Lekha Menon	5.20	725.00	3,770.00
David M. Nemecek, P.C.	6.70	1,565.00	10,485.50
Carrie Therese Oppenheim	7.20	445.00	3,204.00
Prentis Robinson	9.00	610.00	5,490.00
Nicholas Ruge	10.80	835.00	9,018.00
Drue A. Santora	0.50	1,175.00	587.50
Michael B. Slade	6.50	1,395.00	9,067.50
Josh Sussberg, P.C.	6.00	1,635.00	9,810.00
Allyson Smith Weinhouse	23.00	965.00	22,195.00
Lydia Yale	14.70	275.00	4,042.50
Aparna Yenamandra	8.20	1,165.00	9,553.00
Abbey Zuech	1.50	610.00	915.00
<b>TOTALS</b>	<b>225.30</b>		<b>\$ 178,110.00</b>

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Chapter 11 Filing

Invoice Number: 1050032368  
 Matter Number: 47223-2

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/15/20	Margaret R. Alden	10.80	Revise first day declaration (3.9); correspond with J. Gordon, A. Weinhouse re same (.5); correspond with Alix, K&E team re critical vendors motion (1.0); correspond with same re declaration re same (.3); correspond with A. Patel, C. Ceresa re customer programs motion (.2); prepare first day motions for filing (1.3); telephone conferences with JW, K&E re same (1.3); revise talking points (1.0); correspond with K&E team re same (1.3).
05/15/20	Joanna Aybar	10.50	Prepare materials for chapter 11 Filing (3.9); assist with chapter 11 Filing (5.6); revise Notice of Commencement (1.0).
05/15/20	Chris Ceresa	10.70	Review and revise pleadings for filing (3.1); prepare for filing (2.0); telephone conferences with K&E team re same (1.9); revise talking points for first day pleadings (1.5); correspond with Alix and K&E team re various filing issues (2.2).
05/15/20	Rebecca Blake Chaikin	20.20	Prepare for filing (5.0); coordinate escrow agreement and wires (1.5); revise talking points (3.0); store closing coordinating call (.5); telephone conference with Alix re supplier issues (.5); telephone conference with A. Weinhouse re cash management issues (.5); telephone conferences with Milbank re deal, filing (1.3); telephone conferences with Otterbourg, K&E team, Alix re cash collateral order (2.9); file cases and related paper (5.0).

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Chapter 11 Filing

Invoice Number: 1050032368  
 Matter Number: 47223-2

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/20	Alistair Fatheazam	16.20	Review, analyze comments from counsel on cash management motion (3.9); telephone conference with Alix, Company and A. Weinhouse re cash management issues (.8); correspond with Alix, Company and A. Weinhouse re edits to cash management motion (2.1); review, revise cash management talking points (2.2); telephone conference with Alix and A. Weinhouse re follow-up issues on cash management motion (.8); telephone conference with K&E team re filing process (.8); finalize first day pleadings for filing (5.6).
05/15/20	Julia R. Foster	20.00	Prepare materials for chapter 11 filing (12.4); assist with chapter 11 filing (7.6).
05/15/20	Austin Glassman	3.80	Assist with chapter 11 preparations (2.8); correspond with K&E team re same (1.0).
05/15/20	Jake William Gordon	17.10	Review, revise first day declaration (3.9); file same (.5); prepare materials for filing (2.5); review, analyze issues re same (3.9); draft docs re same (3.4); correspondences with K&E team re same (2.9).
05/15/20	Walter S. Holzer, P.C.	0.50	Correspond with K&E team re filing and next steps.
05/15/20	Lekha Menon	5.20	Revise first day presentation (2.8); correspond with J. Gordon, K&E team re same (1.0); revise suggestion of bankruptcy notice (1.4).
05/15/20	David M. Nemecek, P.C.	6.70	Prepare for chapter 11 filing (5.7); review cash collateral order and DIP (1.0).
05/15/20	Carrie Therese Oppenheim	7.20	Prepare proposed orders for first day hearing (3.2); assist with chapter 11 filing (3.8); correspond with J. Foster re filing status and preparations (.2).
05/15/20	Prentis Robinson	9.00	Draft talking points re motion to seal (.3); review, revise bar date motion (2.1); draft talking points re same (.8); correspond with R. Chaikin and A. Weinhouse re bar date motion (.4); review, revise first day declaration (3.5); telephone conferences with R. Chaikin and K&E team re work in process (1.9).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Chapter 11 Filing

Invoice Number: 1050032368  
Matter Number: 47223-2

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/20	Nicholas Ruge	10.80	Review and revise cash collateral declaration (3.9); analyze AlixPartners equity cushion analysis (1.5); draft and revise pleadings and related exhibits (3.9); coordinate and manage filing of cash collateral motion, exhibit list and exhibits (.5); telephone conference with Alix re DIP motion (1.0).
05/15/20	Michael B. Slade	6.50	Telephonically attend board conference (1.1); telephone conferences with K&E team re first day hearing and filing (2.8); review and edit declaration and briefs (2.6).
05/15/20	Josh Sussberg, P.C.	2.80	Review first day declaration (1.6); comment on first day presentation (1.2).
05/15/20	Allyson Smith Weinhouse	23.00	Prepare for and comment on pleadings for chapter 11 filing.
05/15/20	Lydia Yale	14.70	Assist with chapter 11 filing.
05/16/20	Rebecca Blake Chaikin	2.30	Correspond with interested parties re proposed first day orders (1.6); telephone conferences with K&E team re same (.7).
05/16/20	Julia R. Foster	1.70	Assist with chapter 11 filing.
05/16/20	Julia R. Foster	3.90	Prepare revised proposed orders for May 16 hearing.
05/16/20	Timothy Conor Hughes	3.60	Assist in first day hearing preparations in relation to debt finance questions (1.1); telephonically attend first day hearing (2.5).
05/16/20	Aparna Yenamandra	7.80	Prepare for and attend first day hearing (4.3); correspond and telephone conference with various parties re potential objections and changes to orders (2.6); revise FDP (.9).
05/16/20	Abbey Zuech	1.50	Review and revise resolutions.
05/18/20	Rebecca Blake Chaikin	0.90	Correspond with K&E team re post-filing action items.
05/21/20	Rebecca Blake Chaikin	0.80	Coordinate postpetition key action items.
05/22/20	Aparna Yenamandra	0.40	Correspond with K&E team re venue issues.
06/03/20	Drue A. Santora	0.50	Correspond with A. Glassman re hedges.
06/05/20	Rebecca Blake Chaikin	0.20	Correspond with L. Riechardt re first day motions.
06/06/20	Rebecca Blake Chaikin	0.20	Correspond with K&E team, Alix re UCC comments to first day motions.
06/07/20	Rebecca Blake Chaikin	1.80	Correspond with K&E team re final orders for first day motions (.2); revise same (1.6).

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Chapter 11 Filing

Invoice Number: 1050032368  
 Matter Number: 47223-2

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/20	Rebecca Blake Chaikin	0.80	Telephone conference with A. Weinhouse re final orders on first day motions (.3); correspond with Milbank, UCC, K&E team re same (.5).
06/16/20	Josh Sussberg, P.C.	0.70	Correspond re NDA issues and status (.3); correspond re Synchrony and sharing of information (.4).
06/26/20	Josh Sussberg, P.C.	1.20	Telephone conference with management, Lazard, Alix and R. Tysoe re case update (.5); telephone conference with J. Soltau re status (.3); correspond re bidder (.1); correspond re milestones and status (.2); correspond re retention applications and hearing (.1).
06/30/20	Josh Sussberg, P.C.	1.30	Telephone conference with B. Wafford re deal status (.4); review and revise update presentation for Court (.3); correspond re real estate matters (.3); correspond re retention hearing (.3).
<b>Total</b>		<b>225.30</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032369**

**Client Matter: 47223-3**

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**In the Matter of Corp., Governance & Securities Matters**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 986,807.00

Total legal services rendered

\$ 986,807.00

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Corp., Governance & Securities Matters

Invoice Number: 1050032369  
Matter Number: 47223-3

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Margaret R. Alden	10.70	610.00	6,527.00
Jeffrey Ayer	18.00	1,165.00	20,970.00
Jenn Betts	23.30	1,035.00	24,115.50
Justin Bosworth	5.50	845.00	4,647.50
Lucas W. Brown	6.10	610.00	3,721.00
Rebecca Blake Chaikin	11.90	1,085.00	12,911.50
Tiffany Lang Chau	1.80	255.00	459.00
Joseph A. Correia	0.80	445.00	356.00
Tess Elizabeth Dennis	20.20	610.00	12,322.00
Lisa G. Esayian	0.20	1,285.00	257.00
Alistair Fatheazam	2.50	740.00	1,850.00
Julia R. Foster	0.30	340.00	102.00
Yates French	2.00	1,165.00	2,330.00
Austin Glassman	3.00	1,165.00	3,495.00
Jake William Gordon	3.80	845.00	3,211.00
Scott J. Gordon	2.00	1,645.00	3,290.00
Meghan E. Guzaitis	0.50	445.00	222.50
Jae Ha	2.60	610.00	1,586.00
Key Hemyari	23.80	845.00	20,111.00
Walter S. Holzer, P.C.	1.30	1,465.00	1,904.50
Sophia Hudson, P.C.	8.90	1,525.00	13,572.50
Timothy Conor Hughes	3.50	965.00	3,377.50
Lanchi Huynh	125.10	1,305.00	163,255.50
Melissa D. Kalka	165.00	1,165.00	192,225.00
Aisha P. Lavinier	23.00	1,135.00	26,105.00
Shelby Nicole Lindholm	8.50	610.00	5,185.00
Marc Anthony Lipscomb	31.00	1,135.00	35,185.00
Christopher Marcus, P.C.	1.20	1,635.00	1,962.00
Ryan D. McNamara	45.50	610.00	27,755.00
Marjorie Melicharek	3.90	275.00	1,072.50
Lekha Menon	1.70	725.00	1,232.50
Joshua Merrill	160.30	1,085.00	173,925.50



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Corp., Governance & Securities Matters

Invoice Number: 1050032369  
Matter Number: 47223-3

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Adine Mitrani	1.50	965.00	1,447.50
Colin Mize	15.10	845.00	12,759.50
Arthur Patrick Muszynski	38.00	610.00	23,180.00
David M. Nemecek, P.C.	0.20	1,565.00	313.00
Benjamin O'Connor	0.70	970.00	679.00
Jessie Perlman	12.50	610.00	7,625.00
John Phelan	4.90	610.00	2,989.00
Scott D. Price, P.C.	0.50	1,635.00	817.50
Nicholas Ruge	23.10	835.00	19,288.50
Tana Ryan, P.C.	7.30	1,395.00	10,183.50
Drue A. Santora	3.20	1,175.00	3,760.00
Lauren J. Schweitzer	3.50	1,025.00	3,587.50
Cephas Sekhar	5.20	1,215.00	6,318.00
Michael B. Slade	2.30	1,395.00	3,208.50
Josh Sussberg, P.C.	5.30	1,635.00	8,665.50
Christopher Thomas, P.C.	1.50	1,215.00	1,822.50
Seth Traxler, P.C.	2.20	1,495.00	3,289.00
Gregory Tsonis	1.00	970.00	970.00
Logan Weissler	86.50	740.00	64,010.00
Aparna Yenamandra	28.60	1,165.00	33,319.00
Abbey Zuech	15.30	610.00	9,333.00
<b>TOTALS</b>	<b>976.30</b>		<b>\$ 986,807.00</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Corp., Governance & Securities Matters

Invoice Number: 1050032369  
Matter Number: 47223-3

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/15/20	Lisa G. Esayian	0.20	Correspond with W. Pruitt re D&O extension and tail issues.
05/15/20	Sophia Hudson, P.C.	6.00	Review draft 8-K revisions (1.0); negotiate scope of disclosures with Milbank (2.0); review backup information for blow out information (1.0); telephone conferences with Lazard, Milbank, Alix, Company, and K&E team re disclosure obligations (2.0).
05/15/20	Lanchi Huynh	16.20	Analyze cleansing materials for non-disclosure agreement parties (8.0); correspond and conference with Milbank, Lazard, Alix, Company and K&E team re same (4.0); revise 8-K re RSA, DIP and cleansing materials (4.2).
05/15/20	Ryan D. McNamara	11.70	Review, analyze and summarize indentures (2.6); review, analyze and summarize precedent 10-Qs (1.7); review, analyze and summarize non-disclosure agreements (1.3); review and revise 8-K re filing (2.5); review and revise press release re same (1.5); review and revise cleansing materials (2.1).
05/15/20	Joshua Merrill	7.20	Draft board resolutions and signature pages re filing (3.9); review lender group non-disclosure agreements and summarize same re cleansing process (2.1); correspond with K&E team re edits to non-disclosure agreement counterparties and restrictions (1.2).
05/15/20	Arthur Patrick Muszynski	12.20	Draft, revise and review current report on Form 8-K and related exhibits for SEC filing (1.5); correspond and coordinate with Donnelley printing team (.8); review proofs re same (3.9); telephone conference re blowout and cleansing (2.0); correspond with K&E team re same (4.0).
05/15/20	Josh Sussberg, P.C.	2.30	Board telephone conferences (2.0); review and revise press release (.3).
05/15/20	Logan Weissler	9.50	Draft, review and revise filing 8-K and cleansing materials (2.3); review cleansing dispute (1.7); telephone conferences and correspond with L. Huynh re same (4.0); coordinate proofs of filing documents with financial printer (1.5).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Corp., Governance & Securities Matters

Invoice Number: 1050032369  
Matter Number: 47223-3

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/20	Abbey Zuech	2.20	Research re Delaware and New York corporation law (.5); review and analyze bylaws for all filing entities (1.0); review and analyze director and officer report (.5); correspond with M. Kalka, J. Merrill, K. Hemyari and T. Dennis re same (.2).
05/16/20	Alistair Fatheazam	1.50	Update and compile NOL exhibits for posting and publication (1.0); correspond with K&E team re same (.5).
05/16/20	Lanchi Huynh	12.50	Analyze cleansing materials for non-disclosure agreement parties (4.5); correspond and conferences with Milbank, Lazard and K&E team re same (2.0); revise 8-K and exhibits relating to RSA, DIP and cleansing materials (6.0).
05/16/20	Aisha P. Lavinier	2.00	Review and revise governance term sheets.
05/16/20	Joshua Merrill	2.90	Draft resolutions of shareholders and boards of entities in JCP structure.
05/16/20	Arthur Patrick Muszynski	12.70	Draft, review and revise current report on Form 8-K and related exhibits (3.1); research and review precedent disclosures re same (3.5); review and revise printer proofs (1.7); coordinate with Donnelley printing team (2.9); correspond with working group re same (1.5).
05/16/20	Logan Weissler	14.00	Draft, review and revise filing 8-K and cleansing materials (10.0); coordinate revisions with printer (2.0); correspond with Company and Lazard re same (1.0); telephone conference with L. Huynh and A. Muszynski re same (1.0).
05/17/20	Jenn Betts	2.50	Draft governance term sheet.
05/17/20	Alistair Fatheazam	1.00	Review, revise NOL notice of order (.7); correspond with S. Golden re publication of same (.3).
05/17/20	Lanchi Huynh	7.00	Analyze cleansing materials for non-disclosure agreement parties (3.0); multiple correspondence and conferences with Milbank, Lazard, JCPenney and K&E team re same (4.0).
05/17/20	Ryan D. McNamara	5.20	Review and revise filing 8-K (3.7); review, analyze and summarize precedent 8-Ks (1.5).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Corp., Governance & Securities Matters

Invoice Number: 1050032369  
Matter Number: 47223-3

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/17/20	Arthur Patrick Muszynski	5.70	Draft, review and revise current report on Form 8-K and related exhibits (1.7); research and review precedent disclosures re same (1.0); review and revise printer proofs (.7); correspond with Donnelley printing team (.9); correspond with working group re same (1.4).
05/17/20	Logan Weissler	15.00	Draft, review 8-K and cleansing materials (3.9); revise re same (3.9); correspond with Company, Milbank and Lazard re various cleansing materials issues (3.7); telephone conferences with L. Huynh, A. Muszynski and R. McNamara re same (3.5).
05/18/20	Jenn Betts	0.50	Telephone conference with K&E team re term sheets (.3); correspond with K&E team re governance term sheet (.2).
05/18/20	Rebecca Blake Chaikin	0.20	Revise board meeting presentation.
05/18/20	Tess Elizabeth Dennis	1.00	Correspond with K&E team re non disclosure agreements (.4); compile same (.2); revise internal memorandum re same (.4).
05/18/20	Yates French	2.00	Review documents for production.
05/18/20	Walter S. Holzer, P.C.	0.40	Telephone conference with K&E team re corporate governance term sheet.
05/18/20	Lanchi Huynh	7.70	Review OTC transition issues (.8); correspond with K&E team and Company re cleansing materials for non-disclosure agreement parties (.7); review investor relations issues (1.9); analyze issues re cleansing materials (1.5); correspond with Milbank team re cleansing materials and non-disclosure agreement (.9); telephone conference with advisors re next steps (.8); analyze issues relating to DIP participation (.8); review landlord call script (.3).
05/18/20	Melissa D. Kalka	0.70	Review and comment on various resolutions to replace officers and directors (.4); correspond with J. Merrill re same (.3).
05/18/20	Shelby Nicole Lindholm	0.50	Revise opinion diligence chart for JCP entities (.2); review formation and governing documents (.3).
05/18/20	Ryan D. McNamara	1.80	Review, analyze requirements for listing on over-the-counter markets (.4); review, analyze and summarize precedent 8-Ks re delisting (.5); review and revise 8-K re Chapter 11 filing (.9).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/20	Joshua Merrill	2.40	Revise resolutions for all filers reflecting updated directors and officers (2.1); correspond with Company and K&E team re same (.3).
05/18/20	Nicholas Ruge	0.50	Analyze and revise intercompany claims memo.
05/18/20	Tana Ryan, P.C.	1.00	Telephone conferences with K&E team on term sheets and non-disclosure agreement matters.
05/18/20	Christopher Thomas, P.C.	1.00	Telephone conference re corporate workstreams (.5); telephone conference re draft non-disclosure agreements (.5).
05/18/20	Seth Traxler, P.C.	1.00	Review, analyze intra-Company trademark issues (.5); telephone conference with K&E team re same (.5).
05/18/20	Logan Weissler	4.50	Coordinate 8-K filing (2.1); draft, review and revise supplemental materials and delisting 8-K (1.9); telephone conference with all-advisors re same (.5).
05/18/20	Aparna Yenamandra	1.40	Review communications materials re delisting (.5); correspond with K&E team re blowout issues (.9).
05/19/20	Jenn Betts	2.50	Draft governance term sheet (1.2); correspond with K&E team re due diligence (1.3).
05/19/20	Walter S. Holzer, P.C.	0.40	Telephone conference with K&E team re corporate governance term sheets.
05/19/20	Lanchi Huynh	3.20	Revise 8-K relating to supplemental Company materials and NYSE suspension (1.8); review rules relating to OTC transition (.4); comment on investor relations scripted questions/communications (.3); telephone conference with Milbank re due diligence (.2); review FINRA rules relating to OTC listing (.5).
05/19/20	Melissa D. Kalka	4.50	Review, comment and analyze board memorandum (4.3); correspond with J. Gordon re same (.2).
05/19/20	Shelby Nicole Lindholm	1.50	Review formation and governing documents of Company entities for opinion diligence (.8); review and revise opinion diligence chart (.7).

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05/19/20	Ryan D. McNamara	1.20	Review, analyze and summarize FINRA and Exchange Act requirements re bankruptcy notifications.
05/19/20	Joshua Merrill	1.40	Review drafts of corporate resolutions to replace board members and officers (.4); review K&E non-disclosure agreements (.2); review form non-disclosure agreements for sale process and draft form of same (.8).
05/19/20	Arthur Patrick Muszynski	2.70	Research and review reporting requirements under Rule 10b-17 and FINRA Rule 6490 (1.3); analyze and assess Company's obligations under same (.3); draft and revise email memorandum re same (.9); correspond with K&E team re same (.2).
05/19/20	Drue A. Santora	0.20	Correspond with A. Glassman re swap terminations.
05/19/20	Logan Weissler	2.00	Review and revise FINRA questionnaire (1.1); correspond with L. Huynh re same (.5); correspond with Milbank re cleansing issue (.4).
05/19/20	Aparna Yenamandra	3.90	Correspond with K&E team re intercreditor issues and related objections (.5); telephone conference with K&E team re same (.7); revise board materials (.6); correspond with K&E team re blow out issues (.9); correspond re FINRA requests (.4); review 3 intercreditors (.8).
05/19/20	Abbey Zuech	1.70	Draft resolutions re J. Roberts resignation.
05/20/20	Jenn Betts	3.70	Draft governance term sheet (1.5); review and revise timeline (.7); correspond with K&E team re timeline, process and milestones (.5); correspond with K&E team re diligence (1).
05/20/20	Rebecca Blake Chaikin	1.20	Telephone conference with B. Treadway re open items (.7); draft agenda for same (.1); correspond with A. Yenamandra, S. Hudson, L. Huynh re same (.4).
05/20/20	Austin Glassman	1.60	Discussions and coordination with working group re derivatives and swap transactions (1.1); telephone conference re intercreditor agreements and objection rights with K&E team (.5).

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05/20/20	Scott J. Gordon	1.30	Telephone conference with hedge advisory firm re hedge termination values (.8); correspond with K&E team re same (.3); document review and analysis re same (.2).
05/20/20	Key Hemyari	0.30	Coordinate independent director requests.
05/20/20	Timothy Conor Hughes	3.50	Telephone conference and correspond with K&E team re term loan agency transfer (1.2); analyze and telephone conference with K&E team re intercreditor arrangements (2.3).
05/20/20	Lanchi Huynh	4.40	Telephone conference with K&E and Lazard teams re supplemental materials to creditors (.5); revise 8-K relating to supplemental Company materials and NYSE suspension (1.2); review matters re supplemental materials to creditors (1.0); review non-disclosure agreements with creditors (.9); review landlord script (.1); review trustee replacement matters (.7).
05/20/20	Melissa D. Kalka	3.30	Telephone conferences with Company re ongoing issues (.8); review and comment on various resolutions and correspond with J. Merrill re same (.3); review and analyze non-disclosure agreement tracker and correspond with K&E team and Lazard re same (.8); correspond with K&E team re amendments to non-disclosure agreements (.5); review and comment on form non-disclosure agreement for third party process and correspond with S. Toth re same (.9).
05/20/20	Shelby Nicole Lindholm	2.90	Review formation and governing documents re opinion diligence (1.9); review and revise opinion diligence chart (1.0).
05/20/20	Ryan D. McNamara	4.70	Review, analyze and summarize redemption and consent provisions in indentures (3.2); review and revise 8-K re delisting and regulation FD disclosure (1.5).
05/20/20	Joshua Merrill	3.40	Review non-disclosure agreements to determine termination provisions and restrictions (1.1); revise resolutions re resigned members of JCP entity boards and correspond with M. Kalka and Company re same (.9); draft form marketing process non-disclosure agreement (1.1); correspond with K&E team re same (.3).



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05/20/20	Arthur Patrick Muszynski	1.90	Research and review obligations under first lien notes indenture for pro rata payments (.8); telephone conference with L. Weissler and R. McNamara re same (.4); review Form 8-K printer proof (.3); correspond with K&E team re same (.4).
05/20/20	David M. Nemecek, P.C.	0.20	Review correspondence re intercreditor agreement objections and conference with A. Glassman re same.
05/20/20	Drue A. Santora	2.50	Review swap termination payment mechanics in ISDAs (.4); telephone conference with A. Glassman and S. Gordon re hedge termination (.3); telephone conference with counterparty, A. Glassman and S. Gordon re same (.9); telephone conference with A. Glassman and S. Gordon re same (.1); telephone conference with S. Gordon and J. Madell re same (.8).
05/20/20	Logan Weissler	4.80	Review and revise supplemental materials and delisting 8-K (1.0); correspond with L. Huynh and Milbank re same (1.0); review non-disclosure agreement extension and cleansing matter (1.3); review first lien indenture re repurchase considerations and conference with R. McNamara re same (1.0); telephone conference with Lazard re next steps on supplemental materials cleansing (.5).
05/20/20	Aparna Yenamandra	3.70	Telephone conference re blow out materials (.5); correspond with advisors re same (.8); draft board slides (.9); correspond re non-disclosure agreements (.6); correspond re IT updates and resignations (.9).
05/21/20	Jenn Betts	1.60	Revise corporate checklist (.8); correspond with K&E team re diligence (.8).
05/21/20	Lucas W. Brown	3.80	Draft response to FINRA inquiry (1.4); revise same (.8); research and analyze precedent re same (1.1); correspond with K&E team and Alix team re same (.5).



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05/21/20	Rebecca Blake Chaikin	3.20	Telephone conference with H. Kaplan re trustee transfer (.6); telephone conference with M. Sommerstein re same (.2); correspond with K&E team re same and tripartite agreement with Company, K&E team (1.1); telephone conference with independent directors re matter status (.5); revise board presentation (.6); revise FINRA responses (.2).
05/21/20	Austin Glassman	1.40	Review case materials (.4); review board materials (.3); telephone conference with K&E team and advisors re same (.3); correspond with K&E team re agent and trustee replacements (.4).
05/21/20	Jake William Gordon	1.30	Telephone conference with independent directors re status (.5); research, analyze intercompany issues (.8).
05/21/20	Lanchi Huynh	0.90	Review cleansing materials for creditors matter (.7); correspond with K&E team re replacement of trustee for unsecured notes (.2).
05/21/20	Melissa D. Kalka	6.70	Review and comment on non-disclosure agreement amendment (1.5); review and comment on third party non-disclosure agreements and research precedent re same (2.5); draft resolutions for board meeting and correspond with L. Huynh re same (.9); correspond with A. Yenamandra and R. Chaikin re status of various corporate workstreams (.5); correspond with A. Yenamandra, L. Huynh and J. Merrill re blowout provisions of various non-disclosure agreements and review underlying non-disclosure agreements re same (1.3).
05/21/20	Shelby Nicole Lindholm	1.30	Review formation and governing documents of entities for opinion diligence (.6); correspond with K&E team re same (.2); review and revise opinion diligence chart (.5).
05/21/20	Ryan D. McNamara	2.30	Review, analyze and summarize unsecured indentures re certain obligations and requirements.

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05/21/20	Joshua Merrill	2.00	Draft omnibus amendment to non-disclosure agreements (1.0); draft amendment to non-disclosure agreement (.5); correspond with K&E team re non-disclosure agreement matters (.3); correspond with D. Wolverton re corporate resolutions and written consents (.2).
05/21/20	Nicholas Ruge	1.70	Review and revise intercompany claims memorandum (1.4); correspond with G. Tsonis re same (.2); correspond with ID counsel re same (.1).
05/21/20	Logan Weissler	1.00	Correspond with Company and L. Huynh re 4-wall EBITDA blowout (.5); correspond with K&E team re non-disclosure agreement extension (.5).
05/21/20	Aparna Yenamandra	1.90	Correspond with K&E team, Lazard, Milbank, Deutsche Bank teams re blowout issues (.9); telephone conference with M. Kalka re same (.4); correspond with K&E team re tripartite issues (.6).
05/21/20	Aparna Yenamandra	0.60	Telephone conference with independent director counsel re case status.
05/22/20	Jenn Betts	1.10	Correspond with K&E team re corporate and real estate matters (.4); correspond with K&E team re diligence (.7).
05/22/20	Rebecca Blake Chaikin	0.30	Correspond with Company, Alix, trustee counsel re indenture trustee transition.
05/22/20	Tiffany Lang Chau	1.10	Prepare .zip folder re org documents (.5); inventory charters, bylaws and good standings for each loan party (.2); correspond with third party service provider re Puerto Rico charter (.2); research and review of old charter for JCPenney Puerto Rico, Inc. (.2).
05/22/20	Tess Elizabeth Dennis	0.50	Revise non-disclosure agreement tracker and compile executed non-disclosure agreements (.3); correspond with K&E team re same (.2).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Lanchi Huynh	6.50	Review resolutions for trustee replacement (.4); revise 8-K relating to supplemental materials and NYSE suspension (.4); correspond with Milbank, K&E and Lazard teams re supplemental materials (1.6); review supplemental materials (.4); revise tripartite agreements with successor trustees (2.2); analyze issues relating to prior director RSU grants (1.5).
05/22/20	Melissa D. Kalka	5.80	Review and comment on form non-disclosure agreement (3.0); correspond with J. Merrill re form non-disclosure agreement (.6); review and comment on board resolutions for trustee replacements (.2); review indenture (.5); correspond with J. Merrill re directors and officer resolutions and corporate governance matters (.4); correspond with debt finance team re director and officer resolutions and DIP deliverables (.5); correspond with A. Yenamandra re non-disclosure agreement amendments and governance matters (.4); correspond with the Company re organizational documents (.2).
05/22/20	Ryan D. McNamara	0.40	Review, edit and revise 8-K re delisting and Regulation FD (.3); coordinate filing of same (.1).
05/22/20	Joshua Merrill	4.20	Review and revise marketing process non-disclosure agreement and incorporate M. Kalka's comments to same (2.3); finalize board written consents and send Company same (1.9).
05/22/20	John Phelan	4.20	Draft unanimous written consent of boards of J. C. Penny Company and J. C. Penny Corporation re change of Trustee (3.2); review and revise form non-disclosure agreement (1.0).
05/22/20	Christopher Thomas, P.C.	0.50	Telephone conference with K&E team re transactions and structuring.
05/22/20	Gregory Tsonis	0.40	Correspond with N. Ruge re intercompany claims memo.
05/22/20	Logan Weissler	2.20	Review and revise supplemental materials and delisting 8-K (1.2); correspond with L. Huynh and Milbank re same (.5); correspond with Milbank re non-disclosure agreement extension and 4-wall EBITDA issue (.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Aparna Yenamandra	2.10	Attend board telephone conference (.5); correspond with K&E team re blowout issues (.7); correspond with K&E team re agent/trustee transition (.9).
05/23/20	Lucas W. Brown	0.70	Draft and revise response re FINRA filing inquiry (.5); correspond with K&E team re same (.2).
05/23/20	Jae Ha	2.60	Draft omnibus resolutions (1.4); review executed and draft consents of credit parties (1.2).
05/23/20	Lanchi Huynh	1.30	Analyze issues relating to prior director RSU grants (.8); analyze precedent 10-Q disclosures (.5).
05/23/20	Melissa D. Kalka	0.30	Correspond with Company re matters requiring board approval.
05/24/20	Lucas W. Brown	1.60	Draft and revise response re FINRA inquiry (.9); review and analyze precedent re same (.5); correspond with K&E team re same (.2).
05/24/20	Rebecca Blake Chaikin	0.40	Telephone conference with H. Kaplan re indenture trustee issues.
05/24/20	Melissa D. Kalka	4.10	Review and comment on non-disclosure agreement letter agreements from Milbank (1.0); review and comment on non-disclosure agreement amendment (1.0); review underlying non-disclosure agreements (.8); correspond with J. Merrill re letter agreements (.8); correspond with Company re non-disclosure agreement amendments (.5).
05/24/20	Ryan D. McNamara	2.50	Review, analyze and summarize precedent annual and quarterly prepetition.
05/24/20	Joshua Merrill	2.10	Correspond with K&E team re non-disclosure agreement amendment (.8); revise non-disclosure agreement amendment (.9); correspond with Company re amendment and MNPI (.4).
05/24/20	Arthur Patrick Muszynski	1.60	Research and review precedent 10-Q filer disclosures re bankruptcy proceedings and COVID-19 (.8); draft and review correspondence re same (.4); review correspondence re reporting requirements (.4).

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05/25/20	Margaret R. Alden	2.20	Draft, revise tripartite agreements (1.5); correspond with Company, K&E team re same (.5); research precedent re same (.2).
05/25/20	Rebecca Blake Chaikin	3.00	Telephone conference with H. Kaplan re indenture trustee transition (.2); correspond with Company, trustee counsel, K&E team, Alix re same (1.2); review tripartite agreement markups (1.6).
05/25/20	Julia R. Foster	0.30	Compile debtor entity charters and good standings for attorney review.
05/25/20	Key Hemyari	2.00	Correspond with K&E team re documents provided to independent director counsel (1.0); draft tracker re document requests (1.0).
05/25/20	Lanchi Huynh	5.90	Review non-disclosure agreement amendments drafts (1.4); review and analyze issues relating to director equity awards (.5); review and analyze Regulation FD issues (.8); review and revise tripartite agreements with trustees (3.2).
05/25/20	Melissa D. Kalka	5.90	Correspond with Company re non-disclosure agreements amendments (.5); correspond with A. Yenamandra, R. Chaikin and L. Huynh re non-disclosure agreement amendments and resolutions for trustee replacements (.9); correspond with J. Merrill re non-disclosure agreement amendments and resolutions for trustee replacements (1.0); review indentures (.7); review tripartite agreement (.8); review and comment on resolutions for trustee replacements (1.0); review and comment on non-disclosure agreement amendments (1.0).
05/25/20	Ryan D. McNamara	4.00	Review, analyze and summarize trustee requirements in indentures (2.1); review and revise written consents re trustees (1.9).
05/25/20	Lekha Menon	0.50	Attend telephone conference with M. Slade, A. Yenamandra, K&E team re disinterested director document requests.
05/25/20	Joshua Merrill	3.00	Revise non-disclosure agreement amendments (1.1); revise board consents for change in trustee and transmit same to Company (1.4); finalize form non-disclosure agreement for marketing process and send to Lazard for review (.5).

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05/25/20	Arthur Patrick Muszynski	1.20	Draft and review correspondence re trustee succession on existing notes (.8); correspond with R. McNamara and K&E team re same (.4).
05/25/20	Nicholas Ruge	0.40	Correspond with M Slade, A. Yenamandra, J. Gordon re document requests from independent directors' document requests (.3); correspond with K. Hemyari re responses to independent directors' document requests (.1).
05/25/20	Logan Weissler	0.70	Review and revise tripartite agreement (.4); correspond with L. Huynh and R. Chaikin re same (.3).
05/25/20	Aparna Yenamandra	0.60	Telephone conference re document requests.
05/25/20	Abbey Zuech	4.00	Review and research documents for Katten diligence requests.
05/26/20	Margaret R. Alden	4.00	Draft, revise tripartite agreements re trustee transition (1.1); research re same (1.2); correspond with Company, counsels, K&E team re same (1.1); compile materials re same (.6).
05/26/20	Jenn Betts	0.50	Telephone conference with K&E team and Millbank re corporate process.
05/26/20	Rebecca Blake Chaikin	0.80	Correspond with Company, K&E team re tripartite agreements re indentures.
05/26/20	Scott J. Gordon	0.70	Correspond with K&E team re default interest on swaps.
05/26/20	Lanchi Huynh	2.00	Correspond with K&E team re diligence and market test (.1); review and revise tripartite agreements with trustees (1.4); correspond with K&E team re pension filings (.5).
05/26/20	Melissa D. Kalka	3.00	Correspond with Company re governance matters (.5); review and comment on non-disclosure agreements from third parties and correspond with T. Dennis, J. Merrill and M. Lipscomb re same (1.4); correspond with Lazard re third party bidding process and non-disclosure agreement process (.7); review and comment on non-disclosure agreement tracker (.4).

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05/26/20	Aisha P. Lavinier	1.60	Review, analyze plan process and prepare governance term sheet, including conferences re same (.9); telephone conference with Milbank and K&E team re transaction process (.7).
05/26/20	Shelby Nicole Lindholm	2.30	Review signature pages to ensure the signatories, entity names and formatting are accurate (1.0); review and revise opinion diligence chart with information from latest resolutions (1.0); correspond with K&E team re executed written consents and an updated D&O slate (.1); telephone conference with J. Correia and J. Ha re signature pages (.2).
05/26/20	Marc Anthony Lipscomb	1.50	Review and revise non-disclosure agreement re market test (1.3); correspond with M. Kalka re same (.2).
05/26/20	Ryan D. McNamara	0.60	Review, analyze and summarize post-chapter 11 public filing requirements.
05/26/20	Joshua Merrill	0.40	Correspond with Company re written consents and coordinate signature pages re same.
05/26/20	Nicholas Ruge	0.10	Correspond with K. Hemyari and W. Lawley re responses to independent directors' document requests.
05/26/20	Tana Ryan, P.C.	1.30	Telephone conference re corporate matters with Milbank (.5); follow up with same re same (.3); review initial market test materials (.5).
05/26/20	Drue A. Santora	0.50	Correspond with Lazard, Alix and K&E team re swaps and default interest (.3); correspond with Lazard re same (.2).
05/26/20	Logan Weissler	1.70	Review, analyze new trustee CUSIP matter and correspond with L. Huynh re same (.7); research NOL rights plan termination 8-Ks (.7); correspond with L. Huynh re same (.3).
05/26/20	Abbey Zuech	2.00	Review and revise Katten diligence tracker.
05/27/20	Justin Bosworth	1.00	Review quarterly report deadline and COVID grace period re same (.6); correspond with K&E team re same (.4).



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05/27/20	Tess Elizabeth Dennis	3.00	Compile executed joint written consents and omnibus consents (1.0); revise director and officer slate (.5); revise non-disclosure agreement tracker for type of party/interest column (1.0); compile executed non-disclosure agreements (.5).
05/27/20	Melissa D. Kalka	0.40	Correspond with Company re governance matters and status of governance workstreams.
05/27/20	Joshua Merrill	4.00	Review compiled written consents and facilitate update of D&O slate (.8); prepare non-disclosure agreement to address specific counter party's concern (.5); prepare clean team agreement with bidder (1.5); review and revise sale process non-disclosure agreements with counter parties (1.2).
05/27/20	Jessie Perlman	2.00	Telephone conference with A. Mitrani and C. Ray re intercompany claims analysis (.5); correspond with A. Mitrani re same (1.0); review and analyze intercompany claims memo (.5).
05/27/20	Logan Weissler	0.50	Review indenture re payment of trustee expenses.
05/27/20	Aparna Yenamandra	0.50	Correspond with Lazard re board slides.
05/27/20	Abbey Zuech	1.50	Review and revise Katten diligence tracker (1.0); correspond with K&E teams, Alix and Company re same (.5).
05/28/20	Margaret R. Alden	0.90	Correspond with counsel, Company, K&E team re successor trustees, KYC, independent directors (.6); compile documents re same (.3).
05/28/20	Justin Bosworth	4.50	Review quarterly reports and related disclosure re in-court bankruptcy considerations (2.2); draft and revise updated disclosure for upcoming 10-Q re same (2.3).
05/28/20	Rebecca Blake Chaikin	0.30	Correspond with Company re indenture trustee issues.



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05/28/20	Melissa D. Kalka	6.20	Review and comment on clean team agreement and correspond with J. Merrill re same (1.5); review and comment on multiple non-disclosure agreements (3.7); review diligence request list and correspond with K. Hemyari, J. Gordon and R. Chaikin re diligence request questions from counsel for independent directors (.8); correspond with Company re diligence matters for independent directors (.2).
05/28/20	Aisha P. Lavinier	1.20	Prepare warrant term sheet and revise corporate governance term sheet.
05/28/20	Marc Anthony Lipscomb	0.40	Telephone conference with S. Toth re standstill matters (.2); telephone conference with M. Kalka re same (.2).
05/28/20	Ryan D. McNamara	1.00	Review, analyze and summarize quarterly filing requirements post-Chapter 11.
05/28/20	Joshua Merrill	4.80	Review and revise clean team agreement (1.1); review and revise M&A process non-disclosure agreements and transmit same to Company and counterparties (3.7).
05/28/20	Adine Mitrani	0.70	Telephone conference with Alix re intercompany claims (.6); prepare for same (.1).
05/28/20	Jessie Perlman	1.50	Telephone conference with Alix re intercompany claims (.5); prepare for same (.1); review and analyze intercompany IP claims (.3); correspond with A. Mitrani re same (.6).
05/28/20	Nicholas Ruge	3.50	Correspond with Alix re intercompany claims issue (.5); draft analysis re same (.8); research and compile diligence requests (.8); correspond with K&E team re responses to same (.3); prepare exhibits for hearing (1.1).
05/28/20	Lauren J. Schweitzer	3.50	Research re intercompany trademark issues (3.0); correspond with C. Ray re same (.5).
05/28/20	Gregory Tsonis	0.60	Attend telephone conference with AlixPartners re intercompany claims.
05/28/20	Logan Weissler	2.00	Review, analyze potential disclosure of status conference presentation (1.5); correspond with L. Huynh re same (.5).

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05/28/20	Aparna Yenamandra	2.90	Attend standing independent director update telephone conference (.5); prepare for and attend board telephone conference (.6); finalize board materials (.4); correspond with JCP, K&E team re blowout issues (.7); correspond with K&E team re DD diligence requests (.7).
05/28/20	Abbey Zuech	2.10	Review and revise diligence tracker (1.0); correspond with K&E team, Alix and Company re diligence requests (1.1).
05/29/20	Tiffany Lang Chau	0.70	Review and proof UCC-1 financing statements (.5); review charters re exact name analysis of entities (.1); review principle addresses (.1).
05/29/20	Joseph A. Correia	0.80	Review UCC-1 drafts (.2); receive and process UCC results from Puerto Rico (.3); correspond with K&E team next steps re bring down good standings (.3).
05/29/20	Marc Anthony Lipscomb	4.00	Correspond with M. Kalka, J. Merrill, H. Marshall, C. Mize and T. Dennis re standstill considerations with respect to non-disclosure agreement negotiations (.7); review and revise non-disclosure agreement (2.8); correspond with M. Kalka re same (.5).
05/29/20	Nicholas Ruge	0.10	Coordinate information flow between AlixPartners team and ID counsel.
05/29/20	Abbey Zuech	1.80	Review and revise Katten diligence tracker (1.0); correspond with K. Hemyari re same (.8).
06/01/20	Margaret R. Alden	2.30	Draft, revise escrow agreement (1.4); correspond with K&E team, Company re same (.5); correspond with counsel, Company, K&E teams re successor trustee KYC (.4).
06/01/20	Tess Elizabeth Dennis	0.80	Revise non disclosure agreement tracker (.5); correspond with K&E team re same (.3).
06/01/20	Melissa D. Kalka	2.70	Telephone conference with Company re data room process (.7); correspond with Alix and Lazard re non disclosure agreements (.2); review and comment on various non disclosure agreements and correspond with J. Merrill re same (1.3); review and comment on non disclosure agreement tracker (.2); review and comment on clean team agreement (.3).

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06/01/20	Aisha P. Lavinier	2.00	Revise process letter and various conferences re same.
06/01/20	Marc Anthony Lipscomb	0.90	Review and revise non disclosure agreement.
06/01/20	Joshua Merrill	7.50	Review and revise M&A non disclosure agreements (5.9); telephone conference with opposing counsel re edits to non disclosure agreements (.5); review and provide comments on non disclosure agreement tracker (.3); correspond with Company re draft non disclosure agreements (.8).
06/01/20	Jessie Perlman	1.50	Review and analyze vendor agreement and addendum (1.0); correspond with A. Mitrani re same (.5).
06/02/20	Tess Elizabeth Dennis	0.70	Compile executed non disclosure agreements (.2); revise non disclosure agreement tracker re same (.5).
06/02/20	Lanchi Huynh	0.80	Analyze issues relating to DIP budget disclosures (.6); correspond with K&E team re same (.2).
06/02/20	Melissa D. Kalka	1.50	Review and comment on non disclosure agreements with various parties and correspond with J. Merrill re same (1.0); correspond with Company re data room and non disclosure agreement matters (.5).
06/02/20	Aisha P. Lavinier	2.50	Revise process letter and various conferences re same.
06/02/20	Marc Anthony Lipscomb	1.20	Review and revise non disclosure agreement with RAMCO property acquisitions.
06/02/20	Joshua Merrill	2.70	Review and revise non disclosure agreement's with M&A counterparties (1.6); telephone conference with Company and counterparty re data room issues (.5); telephone conference with non disclosure agreement counterparty re provisions contained therein (.6).
06/02/20	Jessie Perlman	1.50	Telephone conference with S. Traxler, A. Petravicius and A. Mitrani re intercompany claims and vendor contract addendum (.7); review and analyze same (.8).
06/02/20	Seth Traxler, P.C.	0.70	Analyze intracompany claims (.2); analyze Oracle amendment (.5).
06/03/20	Margaret R. Alden	0.50	Correspond with Company, Citi, Alix re KYC re escrow agreement.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Rebecca Blake Chaikin	0.40	Telephone conference with B. Treadway, S. Hudson, L. Huynh re 8-Ks.
06/03/20	Tess Elizabeth Dennis	0.50	Compile executed non disclosure agreements (.2); update non disclosure agreement tracker re same (.3).
06/03/20	Sophia Hudson, P.C.	0.60	Correspond with K&E team re upcoming 8-K.
06/03/20	Lanchi Huynh	4.40	Review and revise 8-K re DIP credit agreement (2.3); analyze issues relating to store closure disclosures (1.3); telephone conference with K&E team re store closure disclosures (.2); telephone conference with JCP legal team and K&E team re upcoming 8-K filing (.4); review court status conference call slide deck (.2).
06/03/20	Melissa D. Kalka	5.80	Review and comment on various non disclosure agreements and correspond with J. Merrill re same (3.7); telephone conference with M. Ayers and J. Merrill re follow up re same (.3); correspond with Lazard re data room access and categorizing buyers (.7); correspond with A. Lavinier re various non disclosure agreements and access (.3); telephone conference with Macy's legal counsel re clean team process (.8).
06/03/20	Aisha P. Lavinier	1.10	Review nondisclosure agreements and diligence process and various correspondence re the same.
06/03/20	Marc Anthony Lipscomb	0.90	Review and revise comments to sale process non disclosure agreement (.6); correspond with M. Kalka and J. Merrill re same (.3).
06/03/20	Joshua Merrill	3.80	Telephone conference with J. Ayer re antitrust issues associated with M&A process (.2); telephone conference with opposing counsel, Company, J. Ayer and M. Kalka re antitrust issues (.4); telephone conference with non disclosure agreement opposing counsel (.6); correspond with Lazard re antitrust issues and categorization of counterparties (.3); review and revise non disclosure agreements (2.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Logan Weissler	4.30	Draft, review and revise DIP credit agreement 8-K and conference with L. Huynh re same (3.0); review previous DIP credit agreement exchange act reports (.8); analyze store closures and resulting charges for materiality determination (.5).
06/03/20	Aparna Yenamandra	0.90	Prepare for and attend board call.
06/04/20	Jenn Betts	0.80	Draft process letter.
06/04/20	Tess Elizabeth Dennis	0.50	Revise non disclosure agreement tracker (.3); correspond with K&E team re same (.2).
06/04/20	Lanchi Huynh	4.60	Review and revise 8-K re DIP credit agreement (1.4); review DIP credit agreement (1.5); telephone conference with K&E team re DIP credit agreement (.2); review and analyze disclosures relating to store exits (.6); correspond re DIP roll-up process (.9).
06/04/20	Melissa D. Kalka	3.90	Review and comment on various non disclosure agreements and correspond with J. Merrill re same (2.6); prepare for, attend and follow-up from call with M. Ayers and J. Merrill (.3); correspond with Lazard re data room access and categorizing buyers (.7); correspond with A. Lavinier re various non disclosure agreements and access (.3).
06/04/20	Aisha P. Lavinier	1.50	Review antitrust analysis for various potential bidders.
06/04/20	Marc Anthony Lipscomb	0.70	Telephone conference with non disclosure agreement party re non disclosure agreement matters (.5); correspond with J. Merrill re same (.2).
06/04/20	Joshua Merrill	4.60	Telephone conference with Company and K&E team re antitrust related concerns (.4); review and revise non disclosure agreements (3.1); telephone conference with counsel for non disclosure agreement counterparties re same (.4); correspond with K&E team re clean team agreements (.3); correspond with K&E team re non disclosure agreement amendments (.4).
06/04/20	Logan Weissler	4.80	Draft, review and revise DIP credit agreement 8-K (3.5); correspond with K&E team and Company re same (1.0); correspond with K&E team re non disclosure agreement issue (.3).

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06/05/20	Tess Elizabeth Dennis	0.50	Compile executed non disclosure agreements (.2); revise non disclosure agreement tracker re same (.3).
06/05/20	Lanchi Huynh	0.40	Review and revise 8-K re DIP credit agreement.
06/05/20	Melissa D. Kalka	3.90	Review and comment on various non disclosure agreements and correspond with J. Merrill re same (3.0); correspond with Lazard re data room process (.5); correspond with A. Yenamandra re process and status of various non disclosure agreements (.4).
06/05/20	Aisha P. Lavinier	1.00	Review clean team arrangements and diligence matters.
06/05/20	Marc Anthony Lipscomb	2.40	Review and revise non disclosure agreement with counterparty (1.6); review and revise non disclosure agreement with counterparty (.4); correspond with M. Kalka re same (.2); correspond with counterparty re sale process non disclosure agreement (.2).
06/05/20	Joshua Merrill	5.90	Telephone conference re marketing process non disclosure agreement (.5); telephone conferences with opposing counsel re marketing process non disclosure agreement (1.2); correspond with K&E teams re Milbank non disclosure agreements and follow up re the same (.5); review and revise non disclosure agreements with various marketing process counterparties (3.1); correspond with K&E team re real estate issues and review clean team agreement comments (.6).
06/05/20	Logan Weissler	1.70	Draft, review and revise credit agreement 8-K (1.0); correspond with Company re filing timeline (.2); telephone conference with L. Huynh re same (.5).
06/06/20	Tess Elizabeth Dennis	0.30	Revise non disclosure agreement tracker.
06/06/20	Melissa D. Kalka	2.50	Review and comment on various non disclosure agreements and correspond with J. Merrill re same (2.0); correspond with J. Merrill and M. Ayers re data room restrictions (.1); correspond with Lazard re data room access (.4).
06/06/20	Aisha P. Lavinier	0.20	Review anti-trust and diligence matters.

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06/06/20	Joshua Merrill	2.90	Review and revise non disclosure agreements with marketing process counterparties (2.5); correspond with K&E team re data room, antitrust concerns and information requests from interested parties (.4).
06/07/20	Tess Elizabeth Dennis	0.30	Revise non disclosure agreement tracker.
06/07/20	Melissa D. Kalka	2.00	Review and comment on various non disclosure agreements (1.3); correspond with M. Lipscomb re non disclosure agreements (.3); correspond with J. Merrill re non disclosure agreements (.4).
06/07/20	Marc Anthony Lipscomb	0.70	Review and revise non disclosure agreement (.6); correspond with M. Kalka re same (.1).
06/07/20	Joshua Merrill	1.10	Review and revise non disclosure agreements.
06/07/20	Josh Sussberg, P.C.	0.70	Telephone conference with D. Kurtz and B. Wafford re H2 (.3); correspond with K&E team re milestones/business plan (.4).
06/08/20	Tess Elizabeth Dennis	0.50	Compile executed non disclosure agreements (.2); revise non disclosure agreement tracker (.3).
06/08/20	Lanchi Huynh	1.70	Revise 8-K re DIP credit agreement (.5); revise 8-K relating to 10-Q filing extension and COVID impacts (.6); review issues relating to business plan parameters (.3); revise 8-K relating to Q1 flash numbers (.3).
06/08/20	Melissa D. Kalka	7.70	Correspond with J. Merrill re various non disclosure agreement proposals (1.5); correspond with M. Lipscomb re various non disclosure agreement proposals (.3); correspond with L. Huynh re blow out materials (.2); correspond with J. Ayers re antitrust matters (.7); correspond with Lazard re diligence and non disclosure agreement matters (1.0); telephone conference with Real Estate Task Force re same (.5); telephone conference with Company re antitrust matters (.5); review and comment on non disclosure agreements (3.0).
06/08/20	Marc Anthony Lipscomb	0.50	Correspond with M. Weitz, M. O'Grady and O. Vasilenko re non disclosure agreement negotiation and information access matters.



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06/08/20	Ryan D. McNamara	6.20	Review and revise 8-K re DIP credit agreement (3.7); draft, revise exhibits to 8-K re DIP credit agreement (1.4); review, analyze, and summarize precedent Section 16 filings (1.1).
06/08/20	Joshua Merrill	4.90	Correspond with Company re antitrust and non disclosure agreement matters (.6); telephone conference with Company re various real estate investors (.3); telephone conference with Lazard re transaction, next steps (.5); review and revise non disclosure agreements with various marketing process counterparties (3.5).
06/08/20	John Phelan	0.70	Review and revise non-disclosure agreements.
06/08/20	Josh Sussberg, P.C.	2.30	Telephone conference with management re status (.6); telephone conference with D. Kurtz re lenders (.2); correspond with Milbank re non-disclosure agreement (.4); telephone conference with Company advisors, Milbank, Houlihan and DB re next step (1.1).
06/08/20	Logan Weissler	2.50	Draft, review and revise credit agreement 8-K (1.0); telephone conference with K&E team and L. Huynh re same (.5); review insider sales analysis (1.0).
06/09/20	Jeffrey Ayer	3.70	Review materials in data room (1.2); telephone conference re clean team issues (.5); edit clean team agreement (.7); resolve issues for categorization of bidders for clean room access (1.0); email to corporate team re gun jumping analysis (.3).
06/09/20	Tess Elizabeth Dennis	0.50	Compile executed non disclosure agreements (.2); revise non disclosure agreement tracker (.3).
06/09/20	Key Hemyari	2.00	Review independent director diligence.
06/09/20	Sophia Hudson, P.C.	0.50	Telephone conference with B. Treadway and D. Wolverton re KPMG 8-K comments.



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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/20	Lanchi Huynh	3.70	Telephone conference with Joele Frank re possible insider sales of stock (.3); analyze issues relating to possible insider sales of stock (2.2); telephone conference with JCP legal re possible insider sales of stock (.2); correspond with K&E team re non disclosure agreements (.1); revise 8-K re 10-Q filing extension per KPMG comments (.3); review KPMG comments (.4); telephone conference with JCP legal re same (.2).
06/09/20	Melissa D. Kalka	9.30	Correspond with J. Merrill re various non disclosure agreement proposals (2.0); correspond with M. Lipscomb re various non disclosure agreement proposals (.2); correspond with L. Huynh re blow out materials (.3); correspond with J. Ayers re antitrust matters (.7); correspond with Lazard re diligence and non disclosure agreement matters (1.0); telephone conference with Latham re same (.5); review and comment on non disclosure agreements (4.0); correspond with A. Yenamandra re same (.6).
06/09/20	Marc Anthony Lipscomb	2.00	Review and revise non disclosure agreement (1.6); correspond with M. Kalka re same (.2); correspond with counterparty re outstanding non disclosure agreement matters (.2).
06/09/20	Ryan D. McNamara	1.50	Review and revise exhibits to 10-K re DIP credit agreement.
06/09/20	Lekha Menon	0.30	Review pending litigation re independent directors' diligence request.
06/09/20	Joshua Merrill	8.80	Review and revise marketing process non disclosure agreements (5.2); telephone conference with various non disclosure agreement counterparties re non disclosure agreements (.6); review and revise H/2 non disclosure agreement (2.4); telephone conference with Company re real estate matters (.3); telephone conference with opposing counsel re antitrust matters (.3).
06/09/20	Nicholas Ruge	3.20	Research diligence questions from independent directors (2.8); correspond with K&E team re production of diligence documents to independent directors (.4).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/20	Logan Weissler	2.70	Review and revise credit agreement 8-K (1.5); telephone conference with Company, L. Huynh and Joelle Frank re securities questions (.7); telephone conference with Company re auditor comments (.5).
06/10/20	Jeffrey Ayer	3.00	Draft talking points for Company re gun jumping and due diligence (1.4); telephone conference with Company re same (.5); telephone conference re data room issues (.5); edit clean room agreement (.6).
06/10/20	Jake William Gordon	0.50	Correspond with K&E team re independent director issues (.2); analyze production issues re same (.3).
06/10/20	Jake William Gordon	0.90	Prepare business update.
06/10/20	Lanchi Huynh	2.70	Telephone conference with JCP legal and K&E team re cleansing matters (.5); revise 8-K re Q1 preliminary results per audit chair comments (.4); telephone conference with Milbank re cleansing and non disclosure agreements (.8); revise 8-K relating to DIP credit agreement (1.0).
06/10/20	Melissa D. Kalka	9.20	Telephone conference with Company re cleaning protocols and anti-trust matters (.7); telephone conference with Milbank re same (1.0); correspond with Milbank re same (.3); correspond with Company re non disclosure agreement matters (.5); review and comment on various non disclosure agreements (4.0); correspond with J. Merrill re vsame (1.2); correspond with Lazard re same (1.0); correspond with J. Ayer re same (.5).
06/10/20	Aisha P. Lavinier	1.20	Telephone conferences with K&E team re diligence process (.5); review and analyze categories for potential bidders (.7).
06/10/20	Ryan D. McNamara	1.70	Review and revise 8-K re DIP credit agreement.
06/10/20	Joshua Merrill	8.20	Review and revise non disclosure agreements with marketing process counterparties and with H/2 group (6.5); telephone conference with antitrust and capital markets counsel re data room and cleansing process (.9); telephone conference with Milbank team re cleansing protocol (.8).

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06/10/20	Logan Weissler	1.50	Telephone conference with Company re cleansing matters (.5); telephone conference with Milbank re cleansing matters and draft non disclosure agreement (1.0).
06/11/20	Jeffrey Ayer	2.50	Telephone conference re data room (.5); review documents for gun jumping issues (2.0).
06/11/20	Jenn Betts	3.30	Telephone conference with Millbank re deal update (.5); telephone conference with K&E team re due diligence (.5); review and analyze diligence materials (2.1); correspond with K&E team re diligence (.2).
06/11/20	Key Hemyari	1.00	Review and revise independent director tracker and production folders.
06/11/20	Sophia Hudson, P.C.	0.50	Telephone conference with Company re stock ownership guidelines.
06/11/20	Lanchi Huynh	4.00	Telephone conference with Milbank re non disclosure agreements (.1); correspond with Milbank re cleansing matters (.7); analyze issues relating to possible insider sales (2.6); telephone conference with JCP and Joele Frank re same (.6).
06/11/20	Melissa D. Kalka	7.80	Telephone conference re data room with Alix and Lazard (.8); telephone conference with J. Ayer and J. Betts re data room (.5); telephone conference re cleansing materials (.5); correspond with A. Yenamandra re non disclosure agreement matters (1.0); correspond with J. Ayers re diligence matters (1.0); review and comment on various non disclosure agreements and related amendments (4.0).
06/11/20	Aisha P. Lavinier	4.60	Telephone conferences re antitrust concerns and general diligence process with Lazard, AlixPartners and K&E teams (1.0); review and analyze diligence tracker, matrix and materials in data room prior to data room transfer (2.4); telephone conferences with K&E team re corporate related term sheets and general deal process (.5); review and analyze sources and uses (.7).
06/11/20	Marc Anthony Lipscomb	0.60	Correspond with W. Lee re non disclosure agreement matters.

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06/11/20	Joshua Merrill	7.00	Telephone conference with Alix, K&E and Lazard teams re data room setup (.5); telephone conference with TJX counsel re non disclosure agreement (.4); review and revise non disclosure agreements with various counterparties (6.1).
06/11/20	Cephas Sekhar	3.20	Revise draft confidentiality agreement with non disclosure agreement counterparty (2.7); correspond same with K&E team (.5).
06/11/20	Logan Weissler	0.70	Telephone conference with Milbank re cleansing matters (.5); telephone conference with Company and Joelle Frank re insider sales (.2).
06/11/20	Aparna Yenamandra	0.50	Attend standing independent director update telephone conference.
06/12/20	Jeffrey Ayer	2.00	Review documents in data room for gun jumping issues.
06/12/20	Jenn Betts	0.20	Telephone conference with K&E team re corporate and real estate update.
06/12/20	Tess Elizabeth Dennis	0.50	Compile executed non disclosure agreements (.2); revise non disclosure agreement tracker (.3).
06/12/20	Jake William Gordon	0.70	Review, analyze correspondence with independent directors (.2); telephone conference with K&E team re same (.2); analyze production re same (.3).
06/12/20	Key Hemyari	1.00	Review and revise independent director tracker and production folders.
06/12/20	Sophia Hudson, P.C.	0.80	Telephone conference re director and employee stock sales.
06/12/20	Melissa D. Kalka	8.30	Review and comment on various non disclosure agreements (4.0); review and comment on various amendments to non disclosure agreements (.4); correspond with T. Dennis re non disclosure agreement status (.3); review and comment on side letter (.3); correspond with J. Merrill re non disclosure agreements (1.3); correspond with Lazard re data room and non disclosure agreement (1.0); correspond with the Company re data room; correspond with A. Yenamandra re non disclosure agreements and certain amendments (1.0).

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06/12/20	Aisha P. Lavinier	3.20	Review and analyze diligence matrix and diligence process to maintain clean and confidential arrangements (2.0); review and revise clean team agreement (.5); review and analyze diligence tracker (.7).
06/12/20	Marc Anthony Lipscomb	2.90	Review and revise various non disclosure agreements (2.6); correspond with M. Kalka re non disclosure agreement matters (.3).
06/12/20	Lekha Menon	0.70	Review pending litigation re independent directors' diligence request (.3); correspond with Company re same (.2); correspond with G. Tsonis, A. Weinhouse re pending litigation (.2).
06/12/20	Joshua Merrill	6.90	Correspond and telephone conference with K&E team re data room issues (.5); review and revise non disclosure agreements with marketing process counterparties (4.3); revise H/2 and ad hoc group non disclosure agreements (2.1).
06/12/20	Scott D. Price, P.C.	0.50	Discuss stock holding policy.
06/12/20	Cephas Sekhar	1.70	Review response from non disclosure agreement counterparty on confidentiality agreement (.9); revise confidentiality agreement and recirculate (.8).
06/12/20	Aparna Yenamandra	1.00	Correspond re independent director information requests.
06/13/20	Rebecca Blake Chaikin	0.80	Telephone conference with Milbank re cleansing (.5); correspond with same re same (.3).
06/13/20	Tess Elizabeth Dennis	1.00	Compile executed non disclosure agreements (.3); update non disclosure agreement tracker (.4); correspond with team re same (.3).
06/13/20	Key Hemyari	1.50	Review and revise independent director tracker and production folders (1.0); draft related correspondence (.5).
06/13/20	Lanchi Huynh	2.10	Telephone conferences with Milbank re cleansing and disclosure related matters (1.0); correspond with Company re same (.5); review cleansing and disclosure related matters (.6).

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06/13/20	Melissa D. Kalka	2.20	Correspond with L. Huynh and A. Yenamandra re non disclosure agreement and blow out obligations (.8); review and comment on various non disclosure agreements (.7); correspond with J. Merrill (.7).
06/13/20	Joshua Merrill	1.90	Prepare non disclosure agreements and review executed H/2 and group non disclosure agreements.
06/14/20	Rebecca Blake Chaikin	1.30	Correspond with K&E team re cleansing issues.
06/14/20	Melissa D. Kalka	3.60	Telephone conference with Company re data room categorization (.7); correspond with J. Ayers re data room (.4); review and comment on various non disclosure agreements (2.0); correspond with M. Lipscomb re non disclosure agreements (.2); correspond with Lazard re non disclosure agreements (.3).
06/14/20	Aisha P. Lavinier	0.90	Review and analyze diligence materials for antitrust competitive concerns and conferences re same.
06/14/20	Joshua Merrill	0.70	Telephone conference with Company and K&E antitrust re data room issues.
06/14/20	Nicholas Ruge	0.30	Prepare diligence responses re requests from Katten and Quinn.
06/15/20	Margaret R. Alden	0.50	Correspond with counsel, Company, K&E teams re KYC re successor trustee.
06/15/20	Tess Elizabeth Dennis	0.80	Compile executed non disclosure agreements (.3); update non disclosure agreement tracker (.5).
06/15/20	Jake William Gordon	0.40	Review intercompany analysis (.2); telephone conference with K&E team re same (.2).
06/15/20	Key Hemyari	1.50	Review and revise independent director tracker and production folders (1.0); draft related correspondence (.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/20	Lanchi Huynh	2.80	Review matters relating to disclosure requirements under DIP credit agreement (.4); review matters relating to store closings disclosures (.5); review matters relating to lease negotiations disclosures (.4); correspond with Lazard re cleansing and disclosure related matters (.5); review matters relating to Expeditors contract disclosures (.2); review matters relating to disbursement allocation (.3); review matters relating to cleansing and disclosure (.5).
06/15/20	Melissa D. Kalka	6.20	Telephone conference with A. Yenamandra and J. Ayer re data room and anti-trust considerations (.5); review and comment on multiple non disclosure agreements and comments to certain amendments to non disclosure agreements (3.0); correspond with Lazard (.5); correspond with J. Merrill re same (1.2); correspond with M. Lipscomb (.2); correspond with Latham re same (.3); correspond with J. Ayer re same (.5).
06/15/20	Marc Anthony Lipscomb	2.00	Review and revise non disclosure agreement (.9); correspond with M. Kalka re non disclosure agreement (.2); correspond with J. Merrill re non disclosure agreement (.5); correspond with counterparty re non disclosure agreement matters (.4).
06/15/20	Joshua Merrill	6.00	Review and revise non disclosure agreements with counterparties (4.7); telephone conference with marketing process non disclosure agreement counterparties (.4); correspondence re data room and antitrust and competitive issues related thereto (.9).
06/15/20	Jessie Perlman	0.50	Correspond with K&E team re intercompany claims questions.
06/15/20	Cephas Sekhar	0.30	Finalize non disclosure agreement with counterparty.
06/15/20	Aparna Yenamandra	1.20	Correspond with K&E team re DIP waiver disclosure (.4); correspond with same re blowout issues (.8).
06/16/20	Jeffrey Ayer	0.70	Resolve clean team issues.
06/16/20	Tess Elizabeth Dennis	0.50	Compile executed non disclosure agreements (.2); revise non disclosure agreement tracker (.3).



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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/20	Key Hemyari	1.80	Review and revise independent director tracker and production folders and draft related correspondence.
06/16/20	Walter S. Holzer, P.C.	0.50	Correspond with K&E team re potential structures and transactions.
06/16/20	Lanchi Huynh	4.40	Review matters relating to store closing disclosures (.8); telephone conference with Company re same (.2); review matters relating to critical vendors disclosures (.3); review matters relating to disclosures required by DIP credit agreement (1.4); review matters relating to cash collateral (.6); correspond with Milbank re cleansing and disclosure related matters (.8); review issues relating to propco/opco portfolios (.3).
06/16/20	Melissa D. Kalka	7.20	Review and comment on multiple non disclosure agreements and comments to certain amendments to non disclosure agreements (4.0); correspond with Lazard (.7); correspond with J. Merrill (1.5); correspond with M. Lipscomb (.2); correspond with J. Ayer (.8).
06/16/20	Marc Anthony Lipscomb	1.80	Review and revise non disclosure agreement (1.6); correspond with M. Kalka re same (.2).
06/16/20	Joshua Merrill	6.10	Review and revise marketing process non disclosure agreements (4.2); review non disclosure agreements related to data room and disclosure issues and correspondence with Lazard and K&E teams re the same (1.9).
06/16/20	Colin Mize	4.20	Review NDA (1.3); revise same (1.2); correspond with J. Merrill re same (.7); draft correspondence summary re same (1.0).
06/16/20	Nicholas Ruge	1.60	Compile and prepare diligence for independent directors (1.2); review and analyze diligence for independent directors (.3); correspond with E. Mossor re production to independent directors (.1).
06/16/20	Nicholas Ruge	2.80	Correspond with M. Slade and Y. French re privilege issues in diligence requests from independent directors (.1); research same (.2); review and revise the Katten and Quinn diligence spreadsheets (2.5).



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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/20	Logan Weissler	0.50	Telephone conference with Milbank re 4-wall profitability MNPI (.2); telephone conference with L. Huynh re same (.2); correspond with K&E team re same (.1).
06/16/20	Aparna Yenamandra	0.80	Correspond with K&E team re independent directors document requests.
06/17/20	Jeffrey Ayer	0.70	Review documents for placement in data room.
06/17/20	Tess Elizabeth Dennis	0.50	Revise non disclosure agreement tracker (.3); compile executed non disclosure agreements (.2).
06/17/20	Key Hemyari	2.00	Review and revise independent director tracker and production folders (.9); draft related correspondence and coordinate distribution with K&E team (1.1).
06/17/20	Lanchi Huynh	2.70	Review matters relating to 4-wall profitability disclosures (.4); telephone conference with Lazard, Alix and Company re same (.4); review matters relating to disclosures required by DIP credit agreement (1.1); correspond with Milbank re cleansing and disclosure related matters (.4); correspond with Lazard re cleansing and disclosure related matters (.4).
06/17/20	Melissa D. Kalka	5.30	Correspond with Lazard re diligence requests, non disclosure agreements and non disclosure agreement amendments (2.4); correspond with A. Glassman re non disclosure agreement matters (.5); correspond with Alix (.2); review and comment on non disclosure agreements (.7); correspond with J. Merrill (.6); correspond with J. Ayer re diligence matters and clean-team agreement (.5); review and comment on clean team agreements (.4).
06/17/20	Marc Anthony Lipscomb	0.50	Correspond with Z. Gajduskova, M. Kalka, and C. Blevins re non disclosure agreements re matters.
06/17/20	Lekha Menon	0.20	Correspond with N. Ruge re independent director document requests.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	Joshua Merrill	6.10	Review, analyze negotiation clean team agreements, non disclosure agreement amendments and non disclosure agreement with counterparties involved in marketing process (5.2); telephone conference with M. Kalka re data room and competition issues and correspondence re data room disclosures (.9).
06/17/20	Jessie Perlman	0.50	Correspond with advisor team re intercompany claims.
06/17/20	Nicholas Ruge	7.10	Correspond with B. O'Connor re privilege issues re independent directors' diligence (.3); correspond with K. Hemyari and E. Mossor re diligence for independent directors (.8); review and analyze diligence for independent directors re attorney Company privilege (4.0); research and compile responsive documents to independent directors' diligence requests (1.8); coordinate productions to independent directors (.2).
06/17/20	Michael B. Slade	0.70	Attend telephone conference with UCC team re diligence.
06/17/20	Logan Weissler	0.40	Telephone conference with Company re 4-wall profitability information (.3); telephone conference with L. Huynh re same (.1).
06/18/20	Jenn Betts	0.50	Telephone conference with Milbank re structuring update.
06/18/20	Tess Elizabeth Dennis	0.50	Compile executed non disclosure agreements (.2); revise non disclosure agreement tracker (.3).
06/18/20	Key Hemyari	3.00	Telephone conference with K&E team re JCP independent director (1.0); review and revise JCP independent director tracker and related folders (2.0).
06/18/20	Lanchi Huynh	1.30	Review matters relating to lease negotiations disclosures (.6); correspond with K&E team re cleansing related matters (.2); telephone conference with Milbank re cleansing and disclosure related matters (.5).

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06/18/20	Melissa D. Kalka	3.50	Correspond with L. Huynh, L. Weissler and J. Merrill re non disclosure agreement and cleansing material matters (1.0); correspond with J. Merrill re non disclosure agreements and diligence matters (.7); correspond with A. Yenamandra re diligence matters (.3); correspond with Lazard re non disclosure agreements and data room access (.5); review non disclosure agreements (.5); correspond with Company re data room access and diligence matters (.5).
06/18/20	Marc Anthony Lipscomb	8.00	Research re general corporate legal news.
06/18/20	Christopher Marcus, P.C.	1.20	Telephone conference with board.
06/18/20	Marjorie Melicharek	2.90	Compile materials re independent directors productions.
06/18/20	Joshua Merrill	6.30	Review non disclosure agreements reconfidential information sharing (1.1); correspond with M. Kalka, K&E team and Lazard team re same (.8); review and revise non disclosure agreement amendments, clean team agreements and non disclosure agreements with marketing process counterparties (4.4).
06/18/20	Nicholas Ruge	1.70	Correspond with K. Hemyari, E. Mossor and W. Lawley re diligence requests (1.0); draft instructions to M. Guzaitis and M. Melicharek re production logs for independent directors' productions (.5); review and reviset draft correspondence by E. Mossor re diligence collection for independent directors (.2).
06/18/20	Logan Weissler	0.50	Telephone conference with L. Huynh re lease negotiation cleansing (.3); correspond with K&E team re same (.2).
06/18/20	Aparna Yenamandra	1.60	Prepare for and attend board call (.5); correspond with K&E team re various blowout issues (1.1).
06/19/20	Tess Elizabeth Dennis	0.50	Compile executed non disclosure agreements (.2); correspond with K&E team re same (.3).
06/19/20	Lanchi Huynh	2.10	Review matters relating to lease negotiations disclosures (.5); telephone conference with J. Goldman re lease negotiations (.4); conference with Milbank re cleansing related matters (.9); telephone conference with Company re cleansing related matters (.3).

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06/19/20	Melissa D. Kalka	4.60	Telephone conference re diligence requests with Company (.5); correspond with J. Ayer re clean team agreement comments and various diligence requests (1.0); review and comment on various non disclosure agreements (.5); correspond with J. Sussberg and A. Yenamandra re diligence requests and various non disclosure agreement amendments (1.0); review various non disclosure agreements for amendment purposes (1.0); correspond with J. Merrill (.6).
06/19/20	Joshua Merrill	5.00	Telephone conference with Lazard, Alix, K&E team and Company re data room and information requests (.4); telephone conference with J. Ayer and M. Kalka re clean team agreement (.3); telephone conference with Lazard and Alix re data room access (.4); draft summary of parties' rights and obligations under non disclosure agreements (1.0); prepare non disclosure agreement amendments, clean team (1.0); draft waiver (1.5); correspond with K&E team re same (.4).
06/19/20	Adine Mitrani	0.80	Telephone conference with K&E team re open diligence questions (.3); telephone conference with K&E team re status and next steps (.5).
06/19/20	Jessie Perlman	1.00	Telephone conference with K&E team re current status (.5); correspond with K&E team re intercompany claims and diligence (.5).
06/20/20	Tess Elizabeth Dennis	0.30	Revise non disclosure agreement tracker.
06/21/20	Marjorie Melicharek	1.00	Draft summary re independent director production for attorney review.
06/22/20	Margaret R. Alden	0.30	Correspond with Company, K&E team, counsel re KYC re successor trustee.
06/22/20	Tess Elizabeth Dennis	1.50	Revise disclosure statement (1.0); revise non disclosure agreement tracker (.2); correspond with K&E team re non disclosure agreements (.3).
06/22/20	Key Hemyari	2.00	Review and revise independent director tracker and production folders (1.5); draft related correspondence and coordinate distribution of same to K&E team (.5).

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06/22/20	Melissa D. Kalka	2.50	Correspond with Lazard re diligence requests and non disclosure agreements (.6); correspond with and review materials from Alix (.4); review and comment on non disclosure agreements (.5); correspond with J. Merrill (.2); correspond with J. Ayer re diligence matters and clean-team agreement (.3); review data room and correspond with N. Ruge re same (.5).
06/22/20	Joshua Merrill	4.90	Review and revise non disclosure agreements with various marketing process counterparties (2.4); correspond with K&E team re executed non disclosure agreements and review same in connection therewith (1.2); correspond with Lazard re marketing process, data room and non disclosure agreements and review same in connection therewith (1.3).
06/22/20	Colin Mize	2.20	Review comments to form NDA (1.2); revise same NDA (1.0).
06/22/20	Jessie Perlman	1.00	Correspond with A. Mitrani and team re intercompany claims diligence.
06/23/20	Tess Elizabeth Dennis	0.50	Revise non disclosure agreement tracker.
06/23/20	Key Hemyari	2.00	Review and revise Independent Director Tracker and production folders and draft related correspondence and coordinate distribution.
06/23/20	Lanchi Huynh	5.70	Review matters relating to disclosures required by DIP credit agreement (1.4); review and analyze issues relating to business plan and delivery and disclosure of same (1.7); telephone conference with Milbank re cleansing related matters (1.3); conference with JCP legal and accounting team re monthly financials (.6); correspond with Company re disclosure and cleansing obligations (.7).
06/23/20	Melissa D. Kalka	2.00	Correspond with Lazard re diligence requests and non disclosure agreements (.3); review and comment on non disclosure agreements (.6); correspond with J. Merrill (.2); correspond with K&E team re diligence requests (.9).
06/23/20	Ryan D. McNamara	0.70	Review, analyze and summarize precedent 8-Ks re monthly operating reports.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Joshua Merrill	3.30	Review and revise non disclosure agreements with marketing process counterparties (2.7); correspond with counterparties re data room and information requests received from counterparties and review same (.6).
06/23/20	Colin Mize	1.20	Review comments to form NDA (.5); revise same (.4); correspond with J. Merrill and M. Kalka re same (.3).
06/23/20	Jessie Perlman	1.00	Telephone conference re intercompany IP claims.
06/23/20	Logan Weissler	3.00	Draft, review and revise monthly financials 8-K (1.5); correspond with K&E team re monthly reports, cleansing data and lease rejections (1.0); telephone conference with Company re same (.5).
06/24/20	Jeffrey Ayer	1.70	Respond to clean room question (.4); resolve clean team issues for potential bidder (1.3).
06/24/20	Tess Elizabeth Dennis	3.50	Review and revise disclosure statement (3.0); update non disclosure agreement tracker (.5).
06/24/20	Key Hemyari	1.50	Review and revise independent director tracker and production folders (1.0); draft related correspondence and coordinate distribution to K&E team re same (.5).
06/24/20	Lanchi Huynh	7.10	Correspond with Milbank re cleansing related matters (.4); telephone conference with Milbank re cleansing matters (1.3); telephone conference with Lazard re cleansing related matters (.2); correspond with Company re cleansing related matters (1.0); review and revise 8-K re monthly financials (.5); review matters relating to cleansing materials (2.9); correspond with Company re monthly financials (.2); review correspondence relating to lender deliverables and milestones (.4); review matters relating to lender non disclosure agreement amendments (.2).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Melissa D. Kalka	4.50	Correspond with Lazard re diligence requests (.3); review and comment on non disclosure agreements and clean team agreements (.7); correspond with J. Merrill (.2); correspond with K&E team re diligence requests (.8); review non disclosure agreements with blowout provisions and correspond with A. Yenamandra re disclosure dates in such non disclosure agreements (.7); correspond with J. Ayer re diligence matters and related clean team agreements (.8); correspond with J. Sussberg re clean team agreement (.7); correspond with the Company re diligence requests (.3).
06/24/20	Joshua Merrill	6.40	Draft amendments to ad hoc group non disclosure agreements (3.7); review and revise clean team agreement (1.0); correspond with Company and K&E team re same (.3); and review and revise marketing process non disclosure agreements (1.2); correspond with K&E team re diligence requests (.2).
06/24/20	Benjamin O'Connor	0.70	Attend telephone conference with Company legal team re intercompany relationships, claims.
06/24/20	Jessie Perlman	1.50	Prepare for intercompany brand issues call (.5); telephone conference with K&E team attend intercompany brand issues call (1.0).
06/24/20	Nicholas Ruge	0.10	Correspond with E. Mossor re diligence for independent directors.
06/24/20	Seth Traxler, P.C.	0.50	Review and analyze inter-Company claims.
06/24/20	Logan Weissler	1.00	Review and revise monthly financials 8-K (.7); correspond with K&E team re 8-K and cleansing matters with Company (.3).
06/24/20	Aparna Yenamandra	0.70	Correspond with K&E team re blowout issues.
06/25/20	Jeffrey Ayer	2.00	Resolve clean room issues for potential bidder (.7); review documents for data room (1.3).
06/25/20	Jenn Betts	1.30	Telephone conference with Milbank re governance issues (.5); draft corporate checklist (.8).
06/25/20	Tess Elizabeth Dennis	0.50	Revise non disclosure agreement tracker.



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06/25/20	Key Hemyari	1.50	Review and revise independent director tracker and production folders (1.0); draft related correspondence re same (.2); telephone conference with K&E team re same (.3).
06/25/20	Lanchi Huynh	4.00	Correspond with Company re cleansing related matters (.6); review Reg FD disclosure issues (.2); review matters relating to lender non disclosure agreements (.2); review matters relating to cleansing materials (.4); revise cleansing materials (.9); correspond with K&E team re cleansing related matters (.6); review and comment on 8-K relating to quarterly financials (.4); telephone conference with Milbank re cleansing related matters and DIP roll-up (.7).
06/25/20	Melissa D. Kalka	5.40	Correspond with Lazard re data room (.6); correspond with L. Cordova and T. Krause re real estate diligence requests (.2); review and comment on non disclosure agreements (1.0); correspond with C. Mize and J. Merrill re non disclosure agreements (.7); correspond with J. Ayer re data room requirements (.8); correspond with L. Huynh (.3); correspond with A. Yenamandra and Lazard re non disclosure agreements and parties discussions re a potential transaction (1.0); review previously executed non disclosure agreements and amendments (.8).
06/25/20	Joshua Merrill	3.30	Telephone conference with marketing process counterparties (1.1); review and revise non disclosure agreements with marketing process counterparties (2.2).
06/25/20	Colin Mize	5.50	Telephone conference re NDA (.5); review and revise NDA (2.1); correspond with J. Merrill and M. Kalka re same (.4); review and revise NDA (2.5).
06/25/20	Tana Ryan, P.C.	2.50	Telephone conference with Milbank re status (1.0); review and revise opco/propco checklist (1.5).
06/25/20	Logan Weissler	3.00	Draft, review and revise quarterly financials 8-K (1.2); review and revise monthly financials 8-K (1.0); review cleansing issues (.3); correspond with L. Huynh, Lazard and Company re same (.5).



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06/25/20	Aparna Yenamandra	0.70	Correspond with advisors re independent director counsel update.
06/26/20	Jeffrey Ayer	1.00	Resolve clean room issue for potential bidder.
06/26/20	Jenn Betts	2.60	Telephone conference with K&E team re transaction status (.5); correspond with K&E team re emergence checklist (2.1).
06/26/20	Tess Elizabeth Dennis	0.50	Compile executed non disclosure agreements (.2); revise non disclosure agreement tracker (.3).
06/26/20	Lanchi Huynh	1.40	Revise 8-K with monthly financials.
06/26/20	Melissa D. Kalka	2.80	Correspond with Company re clean team access and agreements (.7); correspond with Company re potential non disclosure agreements (.5); correspond with Lazard re data room (.3); correspond with L. Cordova and T. Krause re real estate diligence requests (.2); review and comment on non disclosure agreements (.8); correspond with C. Mize (.3).
06/26/20	Joshua Merrill	1.80	Review and revise non disclosure agreements (1.2); correspond with K&E team re data room and diligence requests (.6).
06/26/20	Colin Mize	1.00	Revise NDA (.8); correspond with D. Zussman re same (.2).
06/26/20	Jessie Perlman	0.50	Correspond with K&E team re intercompany claims.
06/26/20	Tana Ryan, P.C.	1.50	Follow up with same re opco/propco checklist matters.
06/26/20	Logan Weissler	2.00	Draft, review and revise 8-K and REIT checklist (1.5); correspond with L. Huynh and K&E team re same (.5).
06/26/20	Aparna Yenamandra	0.50	Telephone counsel with independent directors re update.
06/27/20	Jenn Betts	1.70	Draft corporate checklist (1.2); telephone conference with K&E team re corporate status (.5).
06/27/20	Melissa D. Kalka	0.50	Review comments to non disclosure agreements (.3); correspond with Company re coverage under existing non disclosure agreements (.2).

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06/27/20	Colin Mize	1.00	Review NDA (.6); correspond with K&E, Lazard teams and potential bidder re same (.2); correspond with the K&E, Lazard teams and potential bidder re same (.2).
06/28/20	Jeffrey Ayer	0.20	Email re all access data room (.1); review documents for clean rooms (.1).
06/28/20	Melissa D. Kalka	0.40	Review officer and authorized signatory list and correspond with M. Alden re same (.2); correspond with J. Ayer and Lazard re data room (.2).
06/28/20	Michael B. Slade	0.60	Review board minutes.
06/29/20	Meghan E. Guzaitis	0.50	Prepare review of organizational and corporate governance documents (.3) conference with K&E team re same (.2).
06/29/20	Key Hemyari	0.30	Coordinate diligence with Alix Partners.
06/29/20	Sophia Hudson, P.C.	0.50	Telephone conference re REIT planning.
06/29/20	Lanchi Huynh	1.60	Review correspondence relating to work in process and milestones (.3); review DIP credit agreement deliverable requirements (.4); review and comment on press release relating to quarterly financials (.6); correspond with M. Alden re court status update slides (.3).
06/29/20	Melissa D. Kalka	5.00	Correspond with J. Merrill (.7); correspond with Company (1.4); review filing entity D&O slates (.5); correspond with L. Huynh (.6); review non disclosure agreement amendments re disclosure requirements (.9); correspond with Lazard (.4); correspond with A. Yenamandra (.5).
06/29/20	Joshua Merrill	2.90	Correspond with K&E team re Company corporate structure and schedules (.2); correspond with Company re same (.2); facilitate order of corporate documents from Delaware secretary of state (.2); review non disclosure agreements and tracker re provisions for disclosure of counterparty names (1.1); review non disclosure agreements to determine blowout triggers in connection with DIP credit agreement (.9); correspond with Company re replacement of departed directors and officers (.3).
06/29/20	Aparna Yenamandra	0.80	Correspond re blowout issues.
06/30/20	Jeffrey Ayer	0.50	Attend to clean team issues.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Jenn Betts	0.50	Telephone conference with Quinn & Katten re deal update.
06/30/20	Key Hemyari	0.40	Correspond with AlixPartner re Coordinating diligence with AlixPartners.
06/30/20	Melissa D. Kalka	3.80	Correspond with Lazard re data room and diligence requests from third parties (.8); review and comment on non disclosure agreements (.5); correspond with C. Mize (.1); correspond with L. Huynh (.2); correspond with J. Merrill (.7); review formation documents for certain subsidiaries (.6); review previously executed non disclosure agreements for blowout provisions (.3); correspond with Alix re non disclosure agreements with factoring arrangements (.2); correspond with J. Ayer (.4).
06/30/20	Joshua Merrill	3.50	Correspond with K&E team re provisions in non disclosure agreements and review same (.6); correspond with K&E teams re corporate structure (.3); review and revise marketing process non disclosure agreements (1.7); correspondence re data room and information requests (.9).
06/30/20	Tana Ryan, P.C.	1.00	Telephone conference with independent board advisors re update (.5); follow up with K&E team re same (.5).
06/30/20	Michael B. Slade	1.00	Review board minutes.
06/30/20	Aparna Yenamandra	2.30	Draft illustrative timelines re board materials (1.1); correspond with K&E team re blowout issues (1.2).
<b>Total</b>		<b>976.30</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032370**

**Client Matter: 47223-4**

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**In the Matter of RSA Amend. & Compliance/DIP Financing/Cash Collateral and Management**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 1,618,310.00

Total legal services rendered

\$ 1,618,310.00

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
RSA Amend. & Compliance/DIP Financing/Cash  
Collateral and Management

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Matter Number: 47223-4

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Margaret R. Alden	7.60	610.00	4,636.00
Matthew Antinossi	1.10	1,375.00	1,512.50
Mike Beinus, P.C.	6.70	1,745.00	11,691.50
Justin Bender	1.50	1,275.00	1,912.50
Lucas W. Brown	40.70	610.00	24,827.00
Chris Ceresa	2.00	610.00	1,220.00
Rebecca Blake Chaikin	8.00	1,085.00	8,680.00
Tiffany Lang Chau	2.40	255.00	612.00
Joseph A. Correia	25.30	445.00	11,258.50
Alistair Fatheazam	5.50	740.00	4,070.00
Julia R. Foster	1.20	340.00	408.00
Yates French	70.90	1,165.00	82,598.50
Austin Glassman	222.90	1,165.00	259,678.50
John Thomas Goldman	12.50	1,195.00	14,937.50
Jake William Gordon	176.80	845.00	149,396.00
Scott J. Gordon	1.80	1,645.00	2,961.00
Meghan E. Guzaitis	21.20	445.00	9,434.00
Jae Ha	67.10	610.00	40,931.00
Key Hemyari	4.00	845.00	3,380.00
Paul Stephens Hendrickson	11.30	975.00	11,017.50
Walter S. Holzer, P.C.	0.30	1,465.00	439.50
Timothy Conor Hughes	266.70	965.00	257,365.50
Lanchi Huynh	19.80	1,305.00	25,839.00
Melissa D. Kalka	2.00	1,165.00	2,330.00
Anusheh Khoshsim	0.80	610.00	488.00
R.D. Kohut	0.40	1,175.00	470.00
Nick Krislov	107.30	740.00	79,402.00
Aisha P. Lavinier	3.00	1,135.00	3,405.00
Shelby Nicole Lindholm	9.60	610.00	5,856.00
Christopher Marcus, P.C.	23.50	1,635.00	38,422.50
Christine S. Matott	0.30	1,195.00	358.50
Marjorie Melicharek	11.60	275.00	3,190.00

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<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lekha Menon	26.00	725.00	18,850.00
Adine Mitrani	15.00	965.00	14,475.00
David M. Nemecek, P.C.	3.70	1,565.00	5,790.50
Benjamin O'Connor	66.60	970.00	64,602.00
Thomas P. O'Connor	0.60	1,035.00	621.00
Carrie Therese Oppenheim	0.30	445.00	133.50
Miriam A. Peguero Medrano	0.50	740.00	370.00
Jessie Perlman	1.50	610.00	915.00
Jeffrey S. Quinn	1.40	1,375.00	1,925.00
Prentis Robinson	65.90	610.00	40,199.00
Nicholas Ruge	83.70	835.00	69,889.50
Drue A. Santora	0.20	1,175.00	235.00
Jonathan A. Schechter, P.C.	3.60	1,525.00	5,490.00
Edward J. Schneidman, P.C.	0.50	1,595.00	797.50
Matthew A. Schroth	3.60	740.00	2,664.00
Anthony Vincenzo Sexton	4.10	1,265.00	5,186.50
Michael B. Slade	30.20	1,395.00	42,129.00
Josh Sussberg, P.C.	40.30	1,635.00	65,890.50
Stephen G. Tomlinson, P.C.	3.00	1,535.00	4,605.00
Seth Traxler, P.C.	0.40	1,495.00	598.00
Gregory Tsonis	45.00	970.00	43,650.00
Josh Urban	0.90	390.00	351.00
Allyson Smith Weinhouse	0.50	965.00	482.50
Lydia Yale	1.10	275.00	302.50
Aparna Yenamandra	142.00	1,165.00	165,430.00
<b>TOTALS</b>	<b>1,676.40</b>		<b>\$ 1,618,310.00</b>

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### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/15/20	Lucas W. Brown	9.70	Review matter correspondence (1.0); draft weekly case report (.6); correspond with K&E team re same (.5); telephone conferences with N. Krislov re DIP and cash collateral motion (.5); review and revise cash collateral and DIP motion (2.5); correspond with K&E team re same (1.1); telephone conference with R. Chaikin, K&E team and JW team re matter status (.5); review and revise cash collateral talking points (2.0); correspond with K&E team re same (.3); revise WIP (.5); correspond with K&E team re same (.2).
05/15/20	Yates French	1.80	Telephone conference with K&E team re cash collateral motion.
05/15/20	Austin Glassman	6.00	Negotiate RSA, DIP and other transaction terms (3.8); telephone conferences with multiple constituents, Company, and advisors re strategic discussions, negotiations (2.0); correspond with Company re assistance in Company management and credit compliance (.2).
05/15/20	Jake William Gordon	2.60	Telephone conferences with K&E team and advisors re DIP and cash collateral issues.
05/15/20	Meghan E. Guzaitis	5.50	Revise and compile exhibits for cash collateral terms (2.5); correspond with K&E team re edits to same after attorney conferences with bankers and Company (2.0); correspond with K&E team re edits to declarations (1.0).
05/15/20	Jae Ha	4.00	Draft collateral questionnaire.
05/15/20	Key Hemyari	4.00	Draft, review and revise debtor consents for filing, RSA, DIP, collateral and professionals (.5); draft omnibus consent for filing, RSA, DIP (.5); review and revise signature packets (.5); review and revise signature checklist (.3); review all signature packets (.3); review and revise petitions (.3); telephone conferences re work in process (.5); review received signatures and begin compiling executed packets (.5); telephone conferences with K&E team (.3); prepare for filing (.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/20	Timothy Conor Hughes	20.70	Prepare comments to DIP term sheet, commitment letter, DIP order, cash collateral order (4.9); coordinate signature pages and ancillary documents for filing (2.1); coordinate completion of documents for filing (3.3); analyze and prepare revised draft of DIP motion (6.5); telephone conferences and correspond re same (3.9).
05/15/20	Nick Krislov	19.00	Draft, revise cash collateral and DIP financing motion (5.3); telephone conference with K&E team re same (1.7); draft, revise summary terms chart (2.2); compile exhibits to cash collateral and DIP financing motion (.5); finalize cash collateral and DIP financing motion for filing (.6); draft, revise talking points (.9); correspond with K&E team re same(.6); correspond with K&E team re financing motion declaration (1.3); revise cash collateral and DIP financing declaration (1.4); review, analyze diligence and reporting on cash collateral data (1.9); draft, revise cash collateral checklist (1.2); revisecash collateral and DIP financing motion for K&E team comments (1.4).
05/15/20	Aisha P. Lavinier	3.00	Review, analyze transaction process and timeline (.5); telephone conferences with J. Betts re same (.3); analyze restructuring support agreement and restructuring term sheet (1.2); prepare corporate governance term sheet (1.0).
05/15/20	Christopher Marcus, P.C.	5.00	Telephone conference re cash collateral strategy (.5); review hearing preparation and negotiate cash collateral order (4.5).
05/15/20	Prentis Robinson	2.00	Review, revise DIP and cash collateral motion.
05/15/20	Nicholas Ruge	3.20	Telephone conference with board of directors, K&E team re DIP negotiation (1.1); review and revise DIP motion (2.1).
05/15/20	Josh Sussberg, P.C.	2.60	Telephone conference with K&E team, advisors re financing (1.6); correspond with same re covenants (.5); correspond with same re cash collateral (.5).
05/15/20	Josh Urban	0.90	Revise graphic exhibit to cash collateral declaration chart.



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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/20	Aparna Yenamandra	20.10	Draft and finalize final DIP term sheet (1.4); correspond with K&E team re finalizing first day motions for filing (2.9); correspond re DIP fees and logistics re payment of same (1.2); revise cash collateral order (1.9); attend multiple board telephone conferences re filing and prepare for same (1.4); revise slides re same (.6); correspond re final communications materials (.8); correspond re cash collateral motion (1.1); prepare non consensual cash collateral materials (3.0); telephone conferences re consensual cash collateral order (3.2); telephone conferences re budget issues and milestones (2.6).
05/16/20	Lucas W. Brown	0.40	Draft and revise talking points re cash collateral and DIP (.3); correspond with K&E team re same (.1).
05/16/20	Austin Glassman	3.70	Negotiate cash collateral order with ABL lenders and counsel (2.2); review and revise cash collateral order in connection therewith (1.5).
05/16/20	Jake William Gordon	5.40	Correspond with various objectors re cash collateral order (2.3); revise same (3.1).
05/16/20	Nick Krislov	3.10	Revise financing motion (1.2); draft, revise talking points for same (1.6); correspond with K&E team re financing motion (.3).
05/16/20	David M. Nemecek, P.C.	0.20	Review cash collateral order and correspondence related thereto.
05/16/20	Josh Sussberg, P.C.	1.20	Telephone conferences re cash collateral.
05/16/20	Aparna Yenamandra	1.90	Telephone conference with K&E team re final cash collateral order (1.2); correspond with same re same (.7).
05/17/20	Margaret R. Alden	4.20	Review, analyze deal documents re Company milestones (2.5); draft internal memorandum re same (1.5); correspond with Lazard, Alix, K&E teams re same (.2).
05/17/20	Lanchi Huynh	5.00	Revise 8-K and exhibits relating to RSA, DIP and cleansing materials.
05/17/20	Nicholas Ruge	0.50	Review and analyze Y. French analysis of potential objections by creditor groups to DIP proposal (.3); telephone conference with Y. French re same (.2).

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05/17/20	Michael B. Slade	0.50	Correspond with K&E team re DIP discovery.
05/18/20	Lucas W. Brown	0.70	Draft and revise summary work in process re DIP (.5); correspond with K&E team re same (.2).
05/18/20	Yates French	4.70	Coordinate production of documents in advance of contested DIP hearing (2.7); research re DIP hearing (1.0); review loan documents re creditor standing (1.0).
05/18/20	Austin Glassman	2.60	Correspond with K&E team re deliverables for DIP credit agreement (.7); review intercreditor agreements and related documents re DIP objections (.7); correspond re DIP objections and competing DIP proposals with K&E team and related advisors (1.2).
05/18/20	Jake William Gordon	5.60	Telephone conference with K&E team re cash collateral issues (.2); research issues re same (2.6); revise pleadings re same (2.2); correspond with K&E team re same (.6).
05/18/20	Meghan E. Guzaitis	3.20	Telephone conferences with K&E team re DIP (1.6); research re external email domains formats for collection use (.5); telephone conference re coding panel for document review (.2); compile precedent case DIP materials for attorney review (.5); review materials collected to be batched out for attorney review (.4).
05/18/20	Jae Ha	2.80	Revise collateral questionnaire, DIP schedules and lien summary (2.7); correspond with Company re same (.1).
05/18/20	Timothy Conor Hughes	7.50	Prepare revised drafts of credit agreement schedules (2.0); analyze lien search results and provide summary of same (.3); telephone conference and correspond re intercreditor arrangements and DIP objection rights of various creditors (4.6); draft chart re intercreditor rights (.6).
05/18/20	Nick Krislov	7.40	Revise DIP order (4.4); research, analyze precedent re same (2.1) correspond with J. Gordon, A. Yenamandra re same (.9).
05/18/20	Christopher Marcus, P.C.	1.00	Correspond with K&E team re DIP.

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05/18/20	Lekha Menon	3.80	Research re DIP objections rights (2.3); review, analyze DIP precedent (1.0); telephone conference with M. Slade, Y. French, K&E team re DIP objections (.5).
05/18/20	David M. Nemecek, P.C.	0.50	Telephone conference re various DIP financing workstreams.
05/18/20	Benjamin O'Connor	0.40	Review and analyze conditions precedent to obtaining second tranche of DIP financing.
05/18/20	Benjamin O'Connor	1.90	Telephone conference with Y. French, N. Ruge and L. Menon re DIP objection process (.2); review correspondence re DIP financing process (.1); telephone conference with M. Slade, Y. French, N. Ruge and L. Menon re DIP financing process (.3); review and analyze K&E correspondence re DIP financing process in preparation for production to ad hoc crossover group (1.3).
05/18/20	Carrie Therese Oppenheim	0.30	Research precedent re DIP declarations.
05/18/20	Prentis Robinson	2.30	Draft summary chart re obligations pursuant to proposed DIP credit agreement.
05/18/20	Nicholas Ruge	4.50	Review document collection re DIP negotiation process.
05/18/20	Nicholas Ruge	2.60	Telephone conference with M. Slade re DIP objection prep (.5); analyze R. Shah declaration (.3); coordinate research re DIP Declarations (.1); review and analyze Evercore DIP declarations and draft analysis for Y. French (.3); draft litigation work streams (.2); analyze precedent timelines on DIP negotiation processes (.2); correspond with K&E team re DIP negotiation timeline (.2); analyze conditions precedent to subsequent borrowings chart (.1); prepare table comparing Evercore DIPs to ours (.2); summarize corporate's analysis of creditor objections to DIP (.5).
05/18/20	Michael B. Slade	1.60	Telephone conferences re DIP issues with K&E team (.7); review materials re DIP impact on indentures (.9).
05/18/20	Josh Sussberg, P.C.	0.30	Correspond re DIP hearing.

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05/18/20	Gregory Tsonis	3.20	Telephone conference re DIP objection prep (.5); review and analyze documents related to DIP financing (1.9); draft summary of key points (.8).
05/18/20	Allyson Smith Weinhouse	0.50	Review, analyze consignment provision of cash collateral order (.3); correspond with Alix re same (.2).
05/18/20	Aparna Yenamandra	2.00	Telephone conference re DIP objection prep (.8); telephone conference with J. Gordon re DIP reply re same (.4); correspond re DIP order and CA (.8).
05/19/20	Austin Glassman	2.80	Conferences with Company and advisors re upcoming payments (.5); coordination and correspond with advisors and K&E team re competing DIPs and DIP objections (1.0); review and discuss cash collateral order provisions and related DIP provisions (.7); coordinate K&E team re drafting of DIP operative and deliverable documents (.6).
05/19/20	Jake William Gordon	10.10	Revise declaration re DIP (1.4); review analyze terms re same (3.4); research case law re same (1.6); correspond with K&E team re same (1.2); review DIP pleadings (2.5).
05/19/20	Meghan E. Guzaitis	3.00	Conferences with team re collection of correspondence re negotiation of DIP for attorney review (1.2); search for email domains formats to be removed from document review (1.0); review materials collected to be batched out for attorney review (.8).
05/19/20	Timothy Conor Hughes	8.00	Analyze borrowing base mechanics re restructuring (.3); coordinate completion of DIP schedules (1.5); analyze DIP proposal (1.6); analysis, internal conferences and correspondence re intercreditor arrangements (2.5); coordinate preparation of ancillary DIP documents (2.1).
05/19/20	Lanchi Huynh	1.00	Conference with K&E team re DIP participation.
05/19/20	Lanchi Huynh	0.30	Analyze issues relating to DIP participation.
05/19/20	Nick Krislov	3.20	Compile DIP order objection tracker (.4); update, revise DIP order (2.1); correspond with K&E team re same (.7).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/19/20	Benjamin O'Connor	1.00	Telephone conference with A. Yenamandra, M. Slade, Y. French, A. Glassman, T. Hughes, and J. Gordon re effect of intercreditor agreements on DIP proposal and potential objections to DIP financing proposal.
05/19/20	Benjamin O'Connor	6.10	Telephone conference with M. Slade, Y. French, N. Ruge and L. Menon re review and analysis of K&E correspondence re DIP financing process (.3); review and analyze K&E correspondence re DIP financing process in preparation for production to Ad Hoc Crossover Group (5.6); telephone conference and correspond with N. Ruge and L. Menon re responsiveness of K&E correspondence to potential documents requests re DIP financing (.2).
05/19/20	Jeffrey S. Quinn	0.20	Review DIP proposal.
05/19/20	Prentis Robinson	7.40	Research precedent re non-ordinary course payment (3.8); prepare summaries re same (3.1); correspond with L. Brown re same (.5).
05/19/20	Nicholas Ruge	11.00	Review correspondence from K&E team to lenders and advisers re DIP negotiation process (3.9); analyze re same (3.9); prepare for DIP objections and document requests (3.2).
05/19/20	Nicholas Ruge	0.80	Research for Y. French questions re DIP objections (.3); telephone conference with A. Glassman and K&E team re intercreditor agreement re DIP objections (.5).
05/19/20	Michael B. Slade	3.00	Telephone conference re document review (.5); review, analyze discovery and diligence materials and review same (1.3); telephone conference re proposed DIP and potential objections and review materials re same (1.2).
05/19/20	Josh Sussberg, P.C.	0.50	Correspond re DIP and status.
05/19/20	Aparna Yenamandra	1.10	Revise DIP order.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Austin Glassman	3.80	Correspond with Milbank and K&E teams re DIP materials, deliverables and credit agreement (.5); review and revise operative and ancillary DIP documents (1.2); review and discuss with DIP budget and related materials with Alix team (.7); review and revise board materials relating to DIP status and competing proposals (1.4).
05/20/20	Jake William Gordon	10.20	Correspond with K&E team re DIP analysis (.4); review, analyze term sheets (1.3); research case law re ongoing issues (2.3); correspond with Lazard re same (.4); analyze Cash collateral order re requirements (1.6); revise declarations (1.2); correspond with K&E team re same (.2); review, research issues re DIP analysis (2.8).
05/20/20	Meghan E. Guzaitis	1.00	Review documents re negotiation of DIP for potential production (.5) search for email domains formats to be removed from document review (.2) review materials collected to be batched out for attorney review (.3).
05/20/20	Timothy Conor Hughes	5.00	Analyze DIP proposals and prepare board materials re same (2.0); coordinate completion of lender legal diligence (.5); prepare comments to DIP order (2.5).
05/20/20	Lanchi Huynh	0.50	Review DIP proposals.
05/20/20	Melissa D. Kalka	2.00	Correspond and comment on work in process checklist (.5), review and comment on real estate milestones checklist (.5), review RSA and related term sheet re real estate milestones checklist (.8); correspond with T. Dennis re same (.2).
05/20/20	Nick Krislov	4.30	Update, revise DIP order (3.1); review, analyze precedent re roll up language (.8); correspond with K&E team re DIP order (.4).
05/20/20	Christopher Marcus, P.C.	2.50	Correspond with K&E team re DIP.
05/20/20	Benjamin O'Connor	4.80	Review and analyze internal K&E correspondence re DIP financing process.
05/20/20	Nicholas Ruge	1.30	Draft timeline of DIP negotiations in preparation for objections to DIP.

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05/20/20	Nicholas Ruge	5.60	Review and analyze correspondence from K&E team to lenders re DIP and cash collateral in preparation for RFPs and objections to DIP.
05/20/20	Michael B. Slade	1.00	Correspondence re DIP and review materials re same.
05/20/20	Josh Sussberg, P.C.	3.20	Telephone conference with management and advisors re matter update (.8); correspond with stakeholders (1.6); telephone conference with Milbank, DB and Houlihan (.8).
05/20/20	Gregory Tsonis	4.90	Correspond with K&E team re DIP objection and projects (.6); review and analyze DIP proposals and draft summary (4.3).
05/20/20	Lydia Yale	0.10	Research re precedent DIP order and distribute same.
05/20/20	Aparna Yenamandra	3.50	Telephone conference with first lien lenders re DIP issues (.6); correspond with K&E team re DIP research and intercreditor analysis (.8); correspond with Lazard re competing DIP proposal (.9); correspond re document requests (.7); correspond re DIP funding (.5).
05/21/20	Tiffany Lang Chau	0.30	Research and review of closing checklist re drafting signature pages.
05/21/20	Joseph A. Correia	0.80	Review checklist and status re signature pages as per T. Hughes and J. Ha (.5); telephone conference with K&E team re same (.3).
05/21/20	Austin Glassman	2.40	Conferences with advisors, K&E and cross-over group counsel re competing DIP options and evaluation in connection therewith (.8); discussions re DIP proposals and objection defenses (.7); review credit documents and prepare work product re competing DIP and objection rights (.5); coordination and management of K&E team re preparation and completion of schedules and deliverable documents (.4).
05/21/20	Jake William Gordon	8.80	Review, revise DIP order (1.2); analyze case law re same (1.3); correspond with K&E team re same (.6); analyze, revise declarations (1.8); revise analyze diligence re competing DIP (1.1); correspond with K&E team re same (.7); analyze cash collateral and DIP research (2.1).



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05/21/20	Jae Ha	1.80	Review closing checklist and determine non-debtor credit parties (.3); comment on same (.8); determine list of debt deliverables and potential changes to DIP credit agreement (.3); review and respond to Company correspondence re lien summary (.4).
05/21/20	Paul Stephens Hendrickson	0.10	Correspond with K&E team re draft DIP credit agreement.
05/21/20	Timothy Conor Hughes	8.20	Correspondence re DIP order and adequate protection (2.6); analysis of board materials re DIP proposals (.4); coordinate preparation of signature pages (.3); analyze and prepare comments to draft closing checklist (1.4); correspondence re term loan agency transfer (.2); analyze and conference re intercreditor arrangements (2.3); coordinate completion of lender diligence (.5); coordinate preparation of resolutions and signature pages relating to DIP financing (.5).
05/21/20	Lanchi Huynh	1.20	Review DIP proposals (.5); conference with K&E team re DIP proposals (.7).
05/21/20	Nick Krislov	3.40	Update, revise DIP order (2.3); research, analyze issues re DIP order carve out precedent (.5); correspond with K&E team re DIP order updates (.6).
05/21/20	Christopher Marcus, P.C.	1.00	Review DIP matters.
05/21/20	Lekha Menon	1.30	Review, revise DIP negotiation time line (.5); research re DIP precedent (.8).
05/21/20	David M. Nemecek, P.C.	0.50	Telephone conference re AlixPartners issues and DIP challenge.
05/21/20	Benjamin O'Connor	2.40	Review and analyze K&E correspondence re DIP financing process in preparation for production to ad hoc crossover group (1.5); summarize relevant documents from review (.5); correspond with M. Slade, Y. French, N. Ruge and L. Menon re responsiveness of documents to ad hoc crossover group's document requests (.4).
05/21/20	Benjamin O'Connor	0.90	Review, analyze and revise timeline of DIP marketing process in preparation for DIP objection hearing.



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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Michael B. Slade	1.00	Telephone conference re DIP issues (.5); telephone conference with Strook team and holders re DIP proposal (.5).
05/21/20	Gregory Tsonis	5.60	Review, analyze, and edit Kurtz declaration and supporting documents.
05/21/20	Lydia Yale	0.30	Research re indenture trustee agreement precedent.
05/21/20	Aparna Yenamandra	4.20	Telephone conference with K&E team re DIP proposals (.7); telephone conference with same, Stroock re DIP (.8); revise DIP order (1.1); correspond with Alix re DIP fee estimates (.6); review and revise DIP carveout (.4); telephone conference re AP considerations (.6).
05/22/20	Yates French	1.00	Telephone conference re DIP financing.
05/22/20	Austin Glassman	6.20	Telephone conference with Lazard and Alix re equity cushion (.7); discussions and coordination re letters of credit (.2); correspond with K&E team re scheduling in connection with DIP credit agreement (.5); coordination and management of K&E team re DIP documentation and deliverables (.4); conferences with AlixPartners re reporting (.2); review and revise DIP credit agreement and correspond with K&E team and advisors re same (3.4); discussions re competing DIP proposals and legal arguments/defenses (.4); correspond with K&E team re corporate governance (.2); review of borrowing base (.2).
05/22/20	Jake William Gordon	7.10	Review, analyze equity cushion issues (.8); telephone conference with K&E team and Alix and Lazard re same (1.1); review, analyze competing DIP issues (2.1); review DIP order and credit agreement (1.2); correspond with K&E team re same (.8); telephone conference with Lazard re DIP marketing (.8); draft declaration (.3).
05/22/20	Meghan E. Guzaitis	4.00	Correspond with K&E team re production of correspondence related to negotiation of DIP (1.5); review materials to be produced and quality control same (1.8); prepare production letter re same (.3); upload to FTP and produce same (.4).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Jae Ha	7.50	Prepare list of credit parties and jurisdictions for compiled .zip file of organizational documents (.3); review and coordinate across teams to ascertain missing documents and unexecuted versions of limited liability Company agreements (.7); review and prepare punch list of debt deliverables per Milbank's draft of credit agreement (.7); incorporate Company comments to collateral questionnaire and DIP schedules (1.0); draft funding notice (.6); draft officer's certificate (.8); draft omnibus resolutions (3.4).
05/22/20	Timothy Conor Hughes	5.70	Coordinate setup of DIP proceeds accounts (.4); coordinate completion of DIP schedules (.2); analyze and prepare comments to term loan successor agent agreement (1.7); coordinate preparation of signature pages (.2); conferences and correspondence re intercreditor arrangements and DIP proposals (2.5); coordinate preparation of ancillary DIP documents (.2); analyze initial draft of DIP credit agreement (.5).
05/22/20	Nick Krislov	0.90	Telephone conference with K&E team, Lazard team re DIP financing (.6); update, revise DIP order objection chart (.3).
05/22/20	Shelby Nicole Lindholm	3.40	Review formation and governing documents of JCP entities for opinion diligence (.8); correspond with K&E team re same (.2); review and revise opinion diligence chart (.9); revise credit agreement (.6); review credit agreement to determine reporting and budget-related provisions, and compile list of relevant provisions (.9).
05/22/20	Lekha Menon	3.90	Research re DIP terms.
05/22/20	Prentis Robinson	7.00	Research re consent and DIP financing (3.9); prepare summary re same (2.8); correspond with J. Gordon re same (.3).
05/22/20	Nicholas Ruge	2.20	Correspond with M. Weitz, M. Slade, A. Yenamandra re adequate protection issues with term loans and first liens (1.0); analyze and provide feedback to L. Menon on chart comparing DIP terms (.2); review and revise responses to requests for production from crossover group (1.0).

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05/22/20	Michael B. Slade	1.10	Review, analyze DIP issues.
05/22/20	Josh Sussberg, P.C.	2.10	Update telephone conference with management (.6); participate in board telephone conference (.7); correspond re DIP and next steps (.8).
05/22/20	Gregory Tsonis	4.20	Correspond with M. Weitz and K&E team re DIP marketing process (.6); draft summary of telephone conference (.8); draft agenda for Kurtz telephone conference (.4); review and analyze Kurtz declaration and DIP proposal documents (1.7); review, analyze and edit Kurtz declaration (.7).
05/22/20	Aparna Yenamandra	3.80	Telephone conference re adqate protection issues (.8); correspond re DIP funding issues (.6); correspond re priming research (.4); telephone conference with A. Glassman re lien issues (.5); correspond with various LLs re DIP issues (.8); telephone conference with Lazard re crossover proposal (.7).
05/23/20	Rebecca Blake Chaikin	0.40	Telephone conference with K&E team, Lazard re DIP financing.
05/23/20	Austin Glassman	11.70	Discussions with advisors, K&E team and Company in connection with DIP financing and case strategy (3.2); correspondence re comments and negotiations related to DIP financing and competing financing proposals (.8); coordinate K&E team and case management (.5); review, revise and analyze credit agreement and related operative and ancillary documents (7.2).
05/23/20	John Thomas Goldman	2.00	Review and discuss DIP credit agreement.
05/23/20	Jake William Gordon	3.60	Review, revise DIP order (2.4); correspond with K&E team re same (.2); review DIP objections (1.0).
05/23/20	Timothy Conor Hughes	7.20	Coordinate specialist comments to credit agreement and prepare revised draft of same (6.2); analyze existing debt documents in relation to DIP proposals (.6); coordinate completion of legal diligence and signature pages (.4).
05/23/20	Christopher Marcus, P.C.	0.50	Telephone conference with K&E team, Lazard and AlixPartners re DIP.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/23/20	David M. Nemecek, P.C.	0.30	Correspond and telephone conference with A. Glassman re DIP.
05/23/20	Michael B. Slade	0.50	Telephone conference with K&E and Lazard teams re DIP issues.
05/23/20	Josh Sussberg, P.C.	0.70	Telephone conference with Lazard and K&E team re alternative DIP and next steps (.4); telephone conference with D. Dunne and A. LeBlanc re DIP (.3).
05/23/20	Aparna Yenamandra	3.30	Telephone conference with K&E team, Lazard re DIP proposal (.7); revise same (.8); correspond re same (.6); telephone conference with K&E team re DIP milestones (.4); correspond with Alix re carveout funding (.8).
05/24/20	Rebecca Blake Chaikin	0.40	Telephone conference with Strook re DIP financing.
05/24/20	Austin Glassman	6.50	Telephone conferences with advisors, K&E team and Company re DIP financing and case strategy (1.5); correspondence re comments and negotiations related to DIP financing and competing financing proposals (1.0); coordination of K&E team and case management (.6); review, revise and analyze credit agreement and related operative and ancillary documents (3.4).
05/24/20	John Thomas Goldman	3.00	Review and provide comments to DIP credit agreement.
05/24/20	Jake William Gordon	3.20	Review, revise DIP pleadings (1.8); research issues re same (1.4).
05/24/20	Timothy Conor Hughes	8.50	Prepare revised draft of credit agreement (4.4); correspond and conferences with Company advisors re same (4.1).
05/24/20	Anusheh Khoshsim	0.30	Review credit agreement.
05/24/20	Nick Krislov	0.90	Update, revise DIP order objection tracker (.3); analyze objections re same (.4); correspond with J. Gordon re same (.2).
05/24/20	Christopher Marcus, P.C.	0.50	Telephone conference with Stroock re status.
05/24/20	David M. Nemecek, P.C.	0.20	Telephone conference with Stroock re status.
05/24/20	Anthony Vincenzo Sexton	0.20	Review and revise DIP documents re tax issues.

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05/24/20	Josh Sussberg, P.C.	1.30	Telephone conference with Stroock re DIP mark-up (.4); correspond re DIP status (.2); telephone conference with BRG (.4); telephone conference with C. Hershkoff (.3).
05/24/20	Aparna Yenamandra	3.80	Telephone conference re admin allocation (.7); correspond re DIP markup (.5); revise same (.7); correspond re stub rent (.5); review and revise DIP credit agreement (1.4).
05/25/20	Matthew Antinossi	0.70	Review and revise DIP agreement (.5); correspond with K&E team re same (.2).
05/25/20	Mike Beinus, P.C.	1.20	Review DIP matters and related analysis.
05/25/20	Lucas W. Brown	0.20	Correspond with K&E team re DIP.
05/25/20	Rebecca Blake Chaikin	0.30	Review comments to credit agreement.
05/25/20	Austin Glassman	12.30	Review, revise, analyze and negotiate operative and ancillary documents including DIP credit agreement (3.9); review pleadings and case related materials re DIP financing and cash collateral matters (3.9); coordinate and correspond with K&E team (2.3); telephone conferences with advisors re competing DIP proposals, negotiations and related matter (2.2).
05/25/20	Jake William Gordon	6.20	Research, analyze DIP issues (2.9); revise DIP objections (1.4); correspond with K&E team re same (.8); revise DIP order re same (1.1).
05/25/20	Jae Ha	0.50	Review requirements for insurance deliverables in DIP credit and guaranty agreement.
05/25/20	Paul Stephens Hendrickson	4.50	Correspond with K&E team re draft DIP credit agreement (.3); review, analyze and mark up same with tax comments (3.9); correspond with A. Sexton re same (.3).
05/25/20	Timothy Conor Hughes	14.80	Prepare revised draft of credit agreement (2.5); conferences with Company advisors and K&E team re credit agreement and cases (4.3); correspond and conferences with Company advisors re DIP financing and process-related items (4.0); correspond and conferences re DIP order and adequate protection (2.5); coordinate completion of ancillary DIP documents (1.5).

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05/25/20	R.D. Kohut	0.20	Review credit agreement revisions.
05/25/20	Nick Krislov	0.70	Correspond with K&E team re DIP objections (.2); review, analyze updated DIP order provisions (.3); review, analyze DIP reply overview (.2).
05/25/20	Adine Mitrani	2.00	Review and mark-up DIP credit agreement.
05/25/20	David M. Nemecek, P.C.	0.50	Telephone conference with advisors re term loan DIP and response on open issues.
05/25/20	Jeffrey S. Quinn	0.60	Review DIP agreement (.3); comment re same (.3).
05/25/20	Prentis Robinson	3.00	Review, analyze precedent re consignment provisions (1.9); prepare summary re same (.8); correspond with J. Gordon re same (.3).
05/25/20	Nicholas Ruge	0.10	Correspond with M. Weitz re timeline of DIP negotiation process.
05/25/20	Anthony Vincenzo Sexton	0.70	Review and revise DIP documents re tax issues.
05/25/20	Michael B. Slade	0.50	Telephone conference re DIP workstreams.
05/25/20	Josh Sussberg, P.C.	1.40	Touch base telephone conference with management (.4); telephone conference with Lazard, K&E team and Alix re DIP comments (.5); telephone conference with M. Sirotta (.2); telephone conference with A. Yenamandra, M. Slade and C. Marcus re status and next steps (.3).
05/25/20	Aparna Yenamandra	1.00	Telephone conference re DIP toggle (.5); draft DIP reply outline (.3); correspond re potential DIP objections (.2).
05/26/20	Mike Beinus, P.C.	0.50	Review and analyze proposals (.3); correspond with K&E team re DIP (.2).
05/26/20	Lucas W. Brown	2.50	Telephone conference with J. Gordon and K&E team re DIP (.5); correspond with K&E team re same (.1); review and analyze precedent re same (1.4); telephone conference with J. Gordon, K&E team, and Alix team re same (.5).
05/26/20	Tiffany Lang Chau	1.80	Draft and revise resolutions against director slate for each entity (.8); research and proof secretary's certificate against officer slate for each loan party (.7); revise draft of secretary's certificate (.3).

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05/26/20	Joseph A. Correia	6.20	Analyze successor agent fee letter and successor agent signature pages (.5); distribute same for execution (.5); telephone conference with S. Lindholm re signature page process (.5); review, analyze checklist (.6); research draft documents (.5); review and revise internal tracking D&O list charts (.7); finalize review set of signature pages re loan documents (1.3); review and revise secretary's certificate signature pages (.8); review and revise resolutions and signature pages (.8).
05/26/20	Yates French	6.50	Telephone conference with K&E team re DIP objection reply (1.5); review and revise draft reply sections (2.0); coordinate production of documents in advance of DIP hearing (2.0); attend telephone conference with in-house counsel re automatic stay (1.0).
05/26/20	Austin Glassman	11.00	Negotiate and coordinate re successor agency transfer and related documents (1.5); correspond and negotiate re swaps and related adequate protection negotiations (1.2); facilitate closing process and coordinate K&E team (1.4); review and revise DIP credit agreement (6.1); telephone conferences with K&E team and advisors re DIP provisions and competing DIP proposals (.8).
05/26/20	Jake William Gordon	7.30	Telephone conferences with K&E team re DIP reply (.7); telephone conference with K&E team re ongoing DIP issues (1.4); telephone conference with advisors re DIP issue (1.1); review, revise DIP pleadings (2.4); correspond with K&E team re same (1.7).
05/26/20	Jae Ha	5.00	Prepare and distribute punch list of outstanding items re schedules for Company (.5); correspond with K&E team re signature pages (.6); review and provide comments to signature pages (1.5); telephone conference with insurance brokers re insurance requirements (.3); update schedules to DIP credit and guaranty agreement in light of new requirements (1.8); incorporate Company comments to same (.3).



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05/26/20	Timothy Conor Hughes	6.50	Coordinate preparation of signature pages (1.2); prepare revised drafts of term loan agency succession agreement and related documents (2.5); prepare documentation re case litigation and conferences and correspond with K&E team re same (2.0); prepare revised draft of credit agreement (.4); coordinate preparation of ancillary DIP documentation (.4).
05/26/20	Nick Krislov	6.90	Telephone conference with K&E team re DIP objection reply (.5); review, analyze reply outline (.4); update, revise objection tracker (.8); telephone conference with Alix and K&E team re second draw on DIP (.5); correspond with A. Yenamandra re carve-out (.6); review, analyze objections re taxing authority liens (.5); correspond with K&E team re objection responses (.6); research, analyze issue re taxing authority liens (.8); draft, revise DIP objection reply (1.6); review, analyze precedent re same (.6).
05/26/20	Christopher Marcus, P.C.	0.70	Correspond with K&E team and advisors re DIP Issues.
05/26/20	Benjamin O'Connor	1.30	Telephone conference with J. Mesterharm, Alix and K&E team re DIP financing and declaration in support of DIP reply (.5); summarize same (.4); correspond with A. Yenamandra and J. Gordon re arguments in DIP reply (.4).
05/26/20	Prentis Robinson	8.30	Review, analyze precedent re adequate protection (3.0); correspond with K&E team re same (.3); research re same (1.0); prepare summary re DIP orders (1.5); research re roll up (2.5).
05/26/20	Nicholas Ruge	6.70	Correspond with B. O'Connor re DIP reply and adequate protection case law (.2); draft and revise DIP negotiation timeline review correspondence (5.6); correspond with O. Vasilenko re DIP negotiation timeline (.2); correspond with J. Mesterharm and Alix team re second draw of DIP loan (.5); review and analyze DIP reply outline drafted by A. Yenamandra (.2).
05/26/20	Michael B. Slade	0.30	Telephone conferences re DIP issues.



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05/26/20	Josh Sussberg, P.C.	0.70	Telephone conference with A. Yenamandra, C. Marcus, D. Kurtz, C. Tempke and M. Weitz re rent relief (.5); correspond re same (.2).
05/26/20	Gregory Tsonis	1.70	Draft summary of DIP marketing (1.2); draft updated declaration re DIP objection (.5).
05/26/20	Aparna Yenamandra	6.10	Telephone conference with independent director counsel re DIP issues (.6); correspond re terminated swap agreements (.4); correspond re DIP order (.5); correspond re adequate protection research and analyze same (.6); revise DIP term sheet and correspond re same (.9); correspond re DIP funding issues (.7); telephone conference re proposed allocation methodology (.7); correspond re DIP objections (.8); correspond re DIP reply (.9).
05/27/20	Lucas W. Brown	3.40	Draft and revise DIP objection reply (2.3); review and analyze precedent re same (.7); correspond with K&E team re same (.4).
05/27/20	Chris Ceresa	1.70	Research re adequate protection (1.3); correspond with A. Fatheazam re same (.3); telephone conference re same (.1).
05/27/20	Rebecca Blake Chaikin	1.00	Telephone conference with bank re DIP accounts (.5); telephone conferences with A. Glassman, R. Robbins re letters of credit (.3); telephone conference with A. Yenamandra re same (.2).
05/27/20	Joseph A. Correia	5.50	Review and finalize review set of signature pages (.5); research and draft allonge and stock power (1.0); correspond with Milbank and Arnold Porter re signature page packet questions and coordination (.8); deliver successor agent signature pages in escrow (.2); compile signature packets for 31 Company executives for execution (2.2); correspond re execution of signature pages (.8).
05/27/20	Yates French	7.70	Review and revise draft reply sections (6.8); coordinate production of documents in advance of DIP (.9).

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05/27/20	Austin Glassman	8.20	Correspond with K&E team and coordinate escrow and controlled accounts (.9); coordinate and correspond with K&E team re intercreditor provisions and legal arguments related to competing DIP proposals (1.0); coordinate and correspond with K&E team opposing counsel reclosing DIP facility (.7); negotiate fees and provisions related to agency assignments and engagements (1.0); review and revise case pleadings and related materials (2.0); coordinate and negotiate DIP credit agreement and review and revise related documentation (2.6).
05/27/20	Jake William Gordon	4.90	Telephone conference with K&E team re DIP reply (.7); review, revise DIP reply (3.6); correspond with K&E team re same (.6).
05/27/20	Jae Ha	3.70	Draft schedules to pledge and security agreement (2.4); compile and send to Milbank team organizational documents and good standings (.4); incorporate Company comments to schedules to DIP credit agreement (.6); consolidate funding notice and officer's certificate (.3).
05/27/20	Paul Stephens Hendrickson	0.10	Correspond with K&E team re tax certificate exhibit to draft DIP credit agreement.
05/27/20	Timothy Conor Hughes	12.30	Correspond and conferences with K&E team re intercreditor agreements and related topics re adequate protection and access to DIP funds (1.3); conferences and correspond with K&E team re DIP preparation process (1.7); prepare ancillary DIP documents including schedules and correspondence and conferences re same (4.8); prepare revised draft of successor agent and internal conferences and correspond re same (2.9); coordinate set up of DIP accounts and conferences and correspond re same (1.6).
05/27/20	Lanchi Huynh	1.50	Review and analyze issues re DIP motion and trustee fees (.9); review and analyze issues re adequate protection (.6).
05/27/20	Nick Krislov	3.50	Review, analyze DIP objections (1.0); update revise objection tracker (.6); correspond with K&E team re same (.3); draft, revise DIP reply (1.6).

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05/27/20	Shelby Nicole Lindholm	1.60	Review and revise closing checklist (.7); telephone conference with K&E team re same (.5); review and revise secretary's certificate (.3); correspond with K&E team re updated D&O slate (.1).
05/27/20	Christopher Marcus, P.C.	1.90	Telephone conference with K&E team and adequate protection re allocation (.5); review, analyze DIP correspondence (.5); telephone conference re DIP (.3); telephone conference with A. LeBlank re DIP (.3); telephone conference with D. Fiorello re DIP (.3).
05/27/20	Marjorie Melicharek	3.20	Identify production materials cited in DIP timeline for attorney review.
05/27/20	Adine Mitrani	1.70	Review and revise DIP credit agreement.
05/27/20	Benjamin O'Connor	1.00	Review and analyze relevant intercreditor agreements in preparation for preparing DIP reply argument re superpriority priming of liens (.6); telephone conference with A. Glassman and T. Hughes re relevant provisions of intercreditor agreements supporting consent of secured creditors (.4).
05/27/20	Benjamin O'Connor	2.00	Telephone conference with Y. French re Mesterharm declaration in support of DIP motion (.3); prepare Mesterharm declaration (1.7).
05/27/20	Prentis Robinson	3.70	Research re DIP roll up (1.5); prepare summaries re same (2.0); correspond with J. Gordon re same (.2).
05/27/20	Nicholas Ruge	0.80	Correspond with K&E team re DIP reply (.3); manage and review paralegal updates to DIP negotiation timeline (.2); correspond with Lazard re DIP negotiation timeline (.3).
05/27/20	Michael B. Slade	0.90	DIP reply telephone conference (.4); DIP strategy telephone conference (.5).
05/27/20	Josh Sussberg, P.C.	3.00	Telephone conference with management (.7); telephone conference with B. Treadway (.5); telephone conference with Otterborg re DIP issues (.5); telephone conference with K. Hansen re same; correspond with Milbank (.2); telephone conference with D. Kurtz re status (.5); telephone conference with Alix, Lazard, M. Jerbich and K&E team re DIP and real estate matters (.6).

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05/27/20	Seth Traxler, P.C.	0.40	Review and comment on DIP.
05/27/20	Gregory Tsonis	1.90	Review, analyze and revise Mesterharm declaration and supporting documents.
05/27/20	Lydia Yale	0.70	Draft final DIP reply order.
05/27/20	Aparna Yenamandra	4.00	Telephone conference with Alix re admin expense allocation efforts (.6); telephone conference with Milbank re same (.3); telephone conference with K&E team re contested DIP preparation (.6); telephone conference with Otterbourg re intercreditor issues (.6); revise DIP counter (.8); correspond with K&E team re adequate protection research (.4); correspond with Neiman team re consignment language (.3); correspond with disinterested director counsel re DIP (.4).
05/28/20	Mike Beinus, P.C.	0.50	Review, analyze DIP financing and loan issues.
05/28/20	Lucas W. Brown	3.80	Draft and revise DIP reply section (2.3); correspond with K&E team re same (.4); review and analyze precedent re same (1.1).
05/28/20	Joseph A. Correia	1.20	Correspond with T. Hughes re next steps (.5); begin inventory of incoming executed signature pages (.7).
05/28/20	Yates French	7.50	Review and revise draft witness declarations (3.9); review and revise draft reply brief (3.0); coordinate production of documents (.6).
05/28/20	Austin Glassman	9.60	Correspond with K&E team, Company and advisors re DIP proposals and negotiation of key provisions (1.8); coordinate DIP closing with opposing counsel and K&E team (1.0); correspond and coordinate re escrow accounts and related matters (1.2); correspond with K&E team re competing DIP proposals and evaluations of strategic considerations (.6); review, revise and negotiate DIP credit agreement and related documents (3.0); review and negotiate agency transfer and related fee arrangements (.5); review pleadings and prepare for upcoming hearings, depositions and filings (1.5).

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05/28/20	Jake William Gordon	5.40	Telephone conference with K&E team re DIP reply and declarations (1.1); telephone conference with Company and advisors re intercompany issue (.7); review, revise DIP reply (3.6).
05/28/20	Jae Ha	6.00	Incorporate Company comments to DIP pledge and security agreement (2.5); update schedules to DIP credit and guaranty agreement and lien summary (.9); closing checklist telephone conference with Milbank team (.5); incorporate incremental Company comments to schedules to DIP credit and guaranty agreement (.7); review and inventory scans for 2016 pledged collateral (.8) prepare, review copies of schedules and lien summary (.3); prepare punch list of outstanding items for Company (.3).
05/28/20	Paul Stephens Hendrickson	0.70	Correspond with K&E team and Company re draft DIP credit agreement (.2); correspond with K&E team re draft fee letters (.1); review and analyze draft DIP order (.4).
05/28/20	Walter S. Holzer, P.C.	0.30	Review, analyze DIP materials.
05/28/20	Timothy Conor Hughes	12.30	Coordinate setup of DIP proceeds accounts (.9); prepare comments to successor agent agreement (.6); conference with lenders' counsel re closing checklist (.6); coordinate delivery of possessory collateral and correspondence re same (.7); correspond re tax implications of DIP financing (.2); prepare revised drafts of prepetition term loan and DIP fee letters (.8); coordinate execution of DIP documents (.4); coordinate preparation of DIP schedules (.8); prepare revised draft of cash collateral order, along with correspond and conferences re same (1.2); correspond with K&E team re declarations and access to DIP financing (.4); prepare revised draft of Mesterharm declaration (1.2); conference re credit agreement and preparation of issues list in connection with same (4.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Nick Krislov	9.30	Telephone conference with K&E team and lenders' counsel re DIP (.6); draft, revise DIP objection reply (3.2); correspond with K&E team re same (.7); research, analyze precedent re same (1.1); correspond with taxing authorities, K&E team re DIP order (1.4); review, analyze objections (1.2); update revise, objection tracker (.5); review, analyze carve out account agreement (.6).
05/28/20	Shelby Nicole Lindholm	0.50	Telephone conference with K&E team and Milbank re closing checklist.
05/28/20	Christopher Marcus, P.C.	0.80	Analyze DIP correspondence.
05/28/20	Lekha Menon	0.40	Telephone conference with M. Slade, K&E team re DIP hearing.
05/28/20	David M. Nemecek, P.C.	0.30	Review and analyze DIP financing and internal telephone conference re same.
05/28/20	Benjamin O'Connor	1.30	Review, analyze and revise DIP motion hearing exhibit list (.3); correspond with M. Slade, Y. French, G. Tsonis, N. Ruge, L. Menon and M. Guzaitis re exhibits for hearing (.4); compile exhibits for DIP motion hearing (.6).
05/28/20	Benjamin O'Connor	0.70	Review, analyze and revise Kurtz and Mesterharm declarations in support of DIP motion.
05/28/20	Prentis Robinson	4.00	Prepare draft DIP reply (3.9); correspond with J. Gordon re same (.1).
05/28/20	Nicholas Ruge	1.70	Analyze comments from Lazard re DIP negotiation timeline and correspond with O. Vasilenko re same (.2); correspond with M. Slade and Y. French re hearing preparation and DIP objections (.4); review, revise Mesterharm declaration (.5); review, revise Kurtz declaration (.6).
05/28/20	Edward J. Schneidman, P.C.	0.50	Review draft DIP credit and guaranty agreements and draft DIP order.
05/28/20	Anthony Vincenzo Sexton	0.20	Review and analyze DIP document issues.
05/28/20	Michael B. Slade	0.80	Telephone conferences re DIP matters and hearing.

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05/28/20	Stephen G. Tomlinson, P.C.	3.00	Review background materials (.9); telephone conference with J. Goldman re same and term sheet issues (.5); telephone conference with S. Zaretsky (.6); review materials re same (1.0).
05/28/20	Gregory Tsonis	3.50	Correspond with K&E team re projects and DIP hearing preparation (.8); telephone conference with K&E team re projects and DIP hearing preparation (.4); review and analyze draft declarations and supporting documents (2.3).
05/28/20	Aparna Yenamandra	3.90	Telephone conference with Alix team re DIP questions (.5); telephone conference with K&E, Lazard teams re contested DIP hearing (.7); correspond re DIP objections (.9); correspond with C. Marcus re allocation issues (.4); telephone conference with K&E, Lazard teams re DIP issues (.4); revise swaps language in DIP order (.3); correspond with K&E team re same (.7).
05/29/20	Margaret R. Alden	1.10	Draft, revise escrow agreement re fees (.8); correspond with K&E team re same (.3).
05/29/20	Matthew Antinossi	0.40	Review revised DIP agreement (.3); correspond with K&E team re same (.1).
05/29/20	Lucas W. Brown	1.20	Review and revise DIP reply (.9); correspond with K&E team re same (.3).
05/29/20	Rebecca Blake Chaikin	0.80	Review and revise DIP reply (.3); correspond with K&E team re same (.5).
05/29/20	Julia R. Foster	0.70	Review and revise DIP reply.
05/29/20	Yates French	5.20	Prepare for telephone conference re valuation of collateral (.4); attend same (.8); review and revise draft declarations (2.0); review and revise draft reply brief (1.5); coordinate production of documents (.5).



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05/29/20	Austin Glassman	11.40	Correspond with UCC re DIP (.5); coordinate and conference re credit agreement provisions with K&E team and advisors (.7); telephone conference with opposing counsel re credit agreement provisions and negotiations (1.5); review, draft, revise and analyze credit agreement provisions (4.8); review and revise ancillary and operative documents related to DIP financing (1.9); coordinate re agency transfer (.4); coordinate and correspond with K&E team re DIP financing (1.2); correspond with K&E team re funding mechanics and asset sales (.4).
05/29/20	John Thomas Goldman	3.50	Review, analyze DIP credit agreement and issues list (2.0); correspond and telephone conferences re DIP real estate issues (1.0); provide comments to DIP credit agreement (.5).
05/29/20	Jake William Gordon	10.90	Review, revise DIP objections (.8); draft DIP reply (4.3); correspond with K&E team re same (.6); research re same (1.9); correspond with objectors re objections (1.8); analyze language re DIP order (1.5).
05/29/20	Jae Ha	5.10	Telephone conference with Company, K&E team re credit agreement (.7); prepare compiled file of stock certificates and powers (.6); attend telephone conference with Milbank team re credit agreement (1.2); review Milbank's team's draft of DIP pledge and security agreement re scheduling requirements (.6); incorporate Company comments to indebtedness schedule (1.0); prepare updated punch list for Company (.4) update schedules to DIP pledge and security agreement (.6).
05/29/20	Paul Stephens Hendrickson	0.40	Correspond with K&E team and Company re draft DIP credit agreement (.3); correspond with K&E team re objections to DIP (.1).



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05/29/20	Timothy Conor Hughes	16.00	Coordinate setup of DIP proceeds accounts (1.5); prepare comments to successor agent agreement (.9); conference with lenders' counsel re closing checklist (.6); coordinate delivery of possessory collateral and correspondence re same (1.6); correspond with K&E team re tax implications of DIP financing (.2); prepare revised drafts of prepetition term loan and DIP fee letters (1.6); coordinate execution of DIP documents (.9); coordinate preparation of DIP schedules (1.0); prepare revised draft of cash collateral order, along with correspondence and conferences re same (1.9); correspond re declarations and access to DIP financing (.9); prepare revised draft of Mesterharm declaration (1.9); conference re credit agreement and preparation of issues list re same (3.0).
05/29/20	Anusheh Khoshsim	0.50	Review credit agreement.
05/29/20	R.D. Kohut	0.20	Review credit agreement issues (.1); conference with J. Schruhl re same (.1).
05/29/20	Nick Krislov	5.40	Draft, update DIP objection reply (1.8); correspond with K&E team re same (.7); review, analyze objections (1.2); revise, update objection tracker (.6); correspond with A. Yenamandra re DIP carve out (.6); correspond with taxing authorities re DIP order (.5).
05/29/20	Shelby Nicole Lindholm	1.50	Telephone conference with Company, Alix B. Riley Financial and Cushman & Wakefield re open issues re Milbank's draft of credit agreement (.8); telephone conference with Milbank re Milbank's comments to credit agreement (.7).
05/29/20	Christopher Marcus, P.C.	1.00	Analyze DIP issues.
05/29/20	Christine S. Matott	0.30	Review and revise ERISA provisions in DIP agreement.
05/29/20	Marjorie Melicharek	0.20	Prepare Kurtz deposition materials for attorney review.
05/29/20	David M. Nemecek, P.C.	0.70	Telephone conference with K&E team re DIP (.5); correspond re DIP structuring (.2).

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05/29/20	Benjamin O'Connor	6.40	Review and analyze New York law re enforceability of contracts (.8); review and analyze relevant intercreditor agreements in preparation for preparing argument that secured creditors have consented to superpriority priming of liens (.9); prepare argument for reply in support of DIP motion that secured creditors have consented to being primed (3.9); review and analyze crossholder group's proposed objection to DIP motion (.8).
05/29/20	Jeffrey S. Quinn	0.60	Review revised DIP and guaranty agreement (.4); review DIP proposal (.2).
05/29/20	Prentis Robinson	7.10	Review, revise DIP reply (1.3); research re same (2.5); prepare summary re same (.8); prepare motion to seal fee letter (2.5).
05/29/20	Nicholas Ruge	1.70	Correspond with B. O'Connor re reply in support of DIP (.2); review and analyze Crossholder Group's objections to DIP (.5); draft section of DIP reply (1.0).
05/29/20	Anthony Vincenzo Sexton	0.30	Review and analyze DIP document issues.
05/29/20	Michael B. Slade	0.80	Correspond re DIP.
05/29/20	Josh Sussberg, P.C.	0.60	Telephone conference with A. Yenamandra (.4); correspond re DIP and status (.2).
05/29/20	Aparna Yenamandra	6.80	Telephone conference re DIP credit agreement issues list (.8); revise same (.3); telephone conference with IDs re DIP issues (.4); correspond re consignment objection (.7); revise DIP order (.9); telephone conference re first lien trustee language (.3); review revised DIP credit agreement (.9); telephone conference re 2L adequate protection (.6); correspond re GLAS fee letter (.4); correspond re landlord objections to DIP (1.1); correspond re agency transfer (.4).
05/30/20	Joseph A. Correia	1.50	Inventory executed signature pages from Company (.8); collate pages into escrow set of pages (.2); correspond with Company re status of outstanding signature pages (.5).
05/30/20	Yates French	4.90	Prepare for telephone conference with Lazard re case issues (.5); attend same (.9); review and revise draft declarations (2.6); review and revise draft briefing (.9).

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05/30/20	Austin Glassman	6.80	Telephone conferences with K&E team and advisors re deposition preparations and related documents and arguments (2.1); review, revise, analyze and comment on DIP credit agreement and related documents (4.0); correspond with K&E team re credit agreement terms and negotiate provisions related thereto (.7).
05/30/20	Jake William Gordon	6.10	Review, revise DIP order (2.4); correspond with K&E team re same (.3); telephone conferences with K&E team and other advisors re same (1.3); correspond with objectors re DIP order (.3); research re same (.6); review, revise reply (1.2).
05/30/20	Jae Ha	1.20	Draft new Schedule 6.7 of DIP credit and guaranty agreement re dispositions.
05/30/20	Paul Stephens Hendrickson	0.20	Review and analyze exhibits to DIP credit agreement.
05/30/20	Timothy Conor Hughes	0.50	Coordinate completion and execution of ancillary DIP documentation.
05/30/20	Nick Krislov	0.60	Review, analyze objections (.3); update, revise objection tracker (.2); correspond with J. Gordon re same (.1).
05/30/20	Christopher Marcus, P.C.	1.00	Review, analyze DIP.
05/30/20	Adine Mitrani	2.80	Review and comment on credit agreement (2.1); correspond with K&E team re addendum (.7).
05/30/20	David M. Nemecek, P.C.	0.50	Telephone conference with Cooley and Milbank re hearing delay (.3); correspond re DIP structuring (.2).
05/30/20	Benjamin O'Connor	2.70	Telephone conference with D. Kurtz and Lazard team re declaration of D. Kurtz in support of DIP motion (1.0); prepare argument for reply in support of DIP motion that secured creditors have consented to being primed (1.7).
05/30/20	Nicholas Ruge	3.00	Correspond with K&E team re research assignments and DIP reply (.5); research 506(c) claims for DIP reply (2.0); review and revise draft reply in support of DIP (.5).
05/30/20	Anthony Vincenzo Sexton	0.10	Review and analyze DIP document issues.

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05/30/20	Michael B. Slade	3.70	Telephone conference with UCC and Milbank teams (.3); telephone conference with Lazard and K&E teams re DIP (1.0); review and edit witness materials (2.4).
05/30/20	Josh Sussberg, P.C.	1.80	Telephone conference with Cooley, Cole Schotz, Milbank and K&E team re DIP timing (.5); correspond with K&E team, advisors and Company re same (.3); correspond with bidder re non-disclosure agreement (.5); telephone conference with C. Hershkoff (.1); telephone conference with E. Riemer (.1); correspond re DIP hearing (.2); telephone conference with A. LeBlanc (.1).
05/30/20	Gregory Tsonis	3.10	Correspond with Kurtz and attorney team re Kurtz declaration (.9); correspond with K&E team re ongoing workstreams (.6); review and analyze crossholder objection (.8); review and analyze documents re exhibit list for DIP motion (.8).
05/30/20	Aparna Yenamandra	3.00	Correspond with K&E team re DIP objections (2.1); correspond with K&E team re DIP hearing (.9).
05/31/20	Lucas W. Brown	0.50	Review filed DIP objection (.3); correspond with K&E team re same (.2).
05/31/20	Chris Ceresa	0.30	Correspond with A. Yenamandra re DIP commitment letter and term sheet.
05/31/20	Rebecca Blake Chaikin	1.00	Telephone conference with K&E team, Milbank re DIP (.7); correspond with K&E team, Milbank re same (.3).
05/31/20	Yates French	4.50	Prepare for and attend telephone conference with Lazard (1.1); review and revise draft declarations (1.6); review and revise draft briefing (1.8).
05/31/20	Austin Glassman	2.90	Correspond and telephone conferences with advisors and K&E team re DIP and competing proposals (1.9); prepare for priming litigation and depositions (1.0).

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05/31/20	Jake William Gordon	13.30	Telephone conference with K&E team re DIP hearing (.5); telephone conference with K&E team re priming issues (1.2); telephone conference with consignment counsel re DIP issues (.3); review, analyze objections (1.8); correspond with objectors re same (.8); research re same (.4); prepare for and attend telephone conference with K&E team and opposing counsel re DIP order (1.2); revise DIP reply (3.9); research re same (1.9); correspond and telephone conference with K&E team re same (1.3).
05/31/20	Jae Ha	0.50	Review draft debt warrant against requirements of RSA and DIP credit agreement (.4); provide instructions re preparation of signature page for same (.1).
05/31/20	Timothy Conor Hughes	2.60	Conferences with K&E team re DIP-related declarations (.5); analyze comments to DIP order and correspond re same (.5); correspond and conferences with K&E team re cases (.4); prepare ancillary DIP documents and coordinate completion of same (1.2).
05/31/20	Lanchi Huynh	0.50	Analyze issues re DIP.
05/31/20	Nick Krislov	8.80	Telephone conference with Alix team, K&E team re consignment provisions in DIP order (1.0); telephone conference with K&E team re objection reply brief (.5); update, revise DIP objection chart (.7); research, analyze DIP reply precedent re waiver issues (1.2); correspond with K&E team re same (.4); update, revise DIP order (3.4); correspond with K&E team re same (.6); review, analyze research re roll up issues (.7); correspond with K&E team re same (.3).
05/31/20	Christopher Marcus, P.C.	0.50	Telephone conference re DIP.
05/31/20	Lekha Menon	2.30	Telephone conference with A. Yenamandra, F. Yates, K&E team re DIP reply (.5); draft DIP reply (1.8).
05/31/20	Benjamin O'Connor	2.80	Review and analyze produced documents related to D. Kurtz in preparation for deposition preparation of D. Kurtz.

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05/31/20	Benjamin O'Connor	3.90	Telephone conference and correspond with A. Yenamandra, J. Gordon and Y. French re strategy for reply in support of DIP motion (.9); review and analyze proposed objection of crossholder group to DIP motion (.7); correspond with M. Slade, Y. French and N. Ruge re argument that secured creditors have consented to being primed (.5); prepare priming argument for reply in support of DIP motion (1.2); review, analyze and edit declarations of David Kurtz and James Mesterharm in support of DIP motion (.6).
05/31/20	Prentis Robinson	4.50	Research re DIP roll up (3.0); prepare summary chart re same (.8); research re DIP objections (.7).
05/31/20	Nicholas Ruge	10.10	Research re DIP reply (3.3); draft DIP reply sections (4.8); correspond with J. Gordon, Y. French, A. Yenamandra and B. O'Connor re DIP reply (.5); correspond with M. Slade, Y. French, B. O'Connor re hearing preparation (.4); research answers to Lazard's questions re negotiation timeline and revise timeline (1.1).
05/31/20	Jonathan A. Schechter, P.C.	2.30	Review, analyze DIP credit agreement and motion (1.5); review, analyze DIP objection (.8).
05/31/20	Michael B. Slade	3.60	Telephone conference with J. Sussberg, C. Marcus, A. Yenamandra re DIP (.5); telephone conference with UCC counsel re same (.5); review, analyze work fee motion and draft declaration re same (1.2); review, analyze materials re depositions (1.4).
05/31/20	Josh Sussberg, P.C.	2.40	Telephone conference with M. Sirota and S. Van Alten (.3); telephone conference with M. Slade, C. Tempke, C. Marcus, A. Yenamandra re DIP (.2); telephone conference with C. Cooley and Cole Schotz re same (.3); telephone conference with K. Hansen (.4); telephone conference with D. Kurtz (.4); correspond with same re DIP (.2); telephone conference with M. Meghji (.3); telephone conference with A. Yenamandra re DIP and status (.3).

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05/31/20	Gregory Tsonis	4.10	Correspond with K&E team re DIP objection (.4); telephone conference with K&E team re DIP motion (.5); research and analyze precedent re DIP motion (1.4); review and analyze potential exhibits (1.8).
05/31/20	Aparna Yenamandra	7.30	Telephone conference re 506c issues with K&E team (.4); telephone conference with MB re final DIP order (.8); correspond with K&E team, Lazard re same (.7); telephone conference with committee counsel re DIP (.9); telephone conference with J. Gordon re various DIP objections (.6); correspond with J. Gordon re same (.9); review revised DIP Order (.8); correspond with K&E team re key DIP and Intercreditor agreement provisions (1.1); research re same (.6); correspond with Otto re DIP order (.5).
06/01/20	Lucas W. Brown	6.00	Review and analyze precedent re DIP (2.2); correspond with K&E team re same (.5); draft summary re same (1.6); draft and revise outline re DIP objection (1.4); correspond with K&E team re same (.3).
06/01/20	Rebecca Blake Chaikin	0.80	Telephone conference with S. Ware re escrow account (.2); revise agreement re same (.4); correspond with M. Alden re same (.2).
06/01/20	Joseph A. Correia	0.10	Review original promissory note.
06/01/20	Yates French	4.50	Prepare witnesses for deposition (1.2); review and revise draft briefing (2.8); coordinate production of documents (.5).
06/01/20	Austin Glassman	12.90	Negotiate, review, discuss, revise and draft credit agreement and ancillary documentation in connection with DIP financing (4.9); review, revise and discuss warrant requested by lenders (.5); discuss and negotiate reporting requirements including disbursement and fee reports (.7); correspond with K&E team in connection with DIP funding and hearings (.9); prepare for deposition and related discussions with K&E team and advisors (2.9); review and discuss first day pleadings with K&E team and advisors (2.0); coordinate and manage K&E team re same (1.0).



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06/01/20	John Thomas Goldman	2.00	Review and discuss revised DIP credit agreement.
06/01/20	Jake William Gordon	5.80	Telephone conferences with consignors re DIP language (1.6); review, analyze correspondence and objection re same (.4); telephonically attend DIP depositions (2.6); draft DIP reply (1.2).
06/01/20	Jae Ha	1.20	Prepare and distribute review copies of DIP disclosure schedules and lien summary to Milbank team (.5); telephone conference re DIP credit agreement (.5); draft punch list for Company (.2).
06/01/20	Timothy Conor Hughes	12.30	Coordinate setup of DIP proceeds accounts (.3); prepare completion of agency transfer (.4); prepare revised draft of DIP fee letter and correspondence re same (.8); prepare revised draft of credit agreement and conferences and correspondence re same (5.1); coordinate preparation of DIP schedules (1.8); prepare revised drafts of DIP order and conferences and correspondence re same (3.9).
06/01/20	Nick Krislov	5.20	Telephone conference with consignment vendors, J. Gordon (.2); research, analyze case law re DIP reply brief (1.4); correspond with K&E team re same (.2); update, revise DIP reply brief (1.6); review, analyze objections (.5); update revise objection tracker (.5); review, analyze DIP order (.6); correspond with K&E team re same (.2).
06/01/20	Shelby Nicole Lindholm	0.60	Telephone conference with Milbank, K&E team, Alix and Lazard re disbursement and professional fee reports.
06/01/20	Christopher Marcus, P.C.	2.20	Correspond and telephone conference with A. Yenamandra re DIP (1.0); review DIP correspondence and order (1.2).
06/01/20	Marjorie Melicharek	2.60	Identify production documents for attorney review.
06/01/20	Marjorie Melicharek	0.60	Prepare summary re production documents for attorney review.

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06/01/20	Lekha Menon	2.30	Review, analyze documents re DIP negotiations (1.5); correspond with B. O'Connor, K&E team re DIP hearing (.3); review, analyze documents re DIP hearing (.5).
06/01/20	Adine Mitrani	3.80	Review and mark-up security agreement.
06/01/20	Benjamin O'Connor	1.70	Review and analyze DIP motion and counsel's proposed objection (1.1); prepare amended exhibit list for DIP motion hearing (.6).
06/01/20	Benjamin O'Connor	7.60	Review and analyze documents related to D. Kurtz and identify key documents in preparation for his deposition (3.6); attend deposition preparation of D. Kurtz and J. Mesterharm re DIP financing (2.5); attend telephone conference with Y. French and N. Ruge re key documents re DIP negotiations (.2); review and analyze key documents re DIP negotiations (1.3).
06/01/20	Prentis Robinson	2.50	Review, revise seal motion (1.6); research re roll up (.9).
06/01/20	Nicholas Ruge	11.40	Research transcripts and case law for reply (1.3); draft DIP reply section (2.3); revise DIP negotiation timeline (1.9); prepare D. Kurtz and J. Mesterharm for their depositions (2.2); prepare exhibits for hearing, edit exhibit list (.1); conference with M. Guzaitis and B. O'Connor re productions (.3); draft responses and objections to crossholder group's requests for production (1.6); draft responses and objections to requests for production (.2); research and prepare cross rehabilitation exhibits for Y. French deposition prep (1.5).
06/01/20	Jonathan A. Schechter, P.C.	0.50	Telephone conference with J. Goldman re DIP items.
06/01/20	Josh Sussberg, P.C.	2.40	Update telephone conference (.4); telephone conference with A. Yenamandra re status (.4); correspond re DIP status (.2); correspond re work fee motion and U.S. Trustee comments (.3); correspond re DIP timeline and discovery (.2); telephone conference with E. Riemer (.4); telephone conference with M. Meghji (.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/20	Gregory Tsonis	2.80	Review and analyze precedent re DIP reply brief (2.3); draft brief (.5).
06/01/20	Aparna Yenamandra	10.40	Attend DIP deposition prep (1.2); telephone conference with B. Schartz re adequate protection issues (.6); telephone conference with C. Marcus re same (.4); telephone conference with 1Ls, K&E team re open DIP credit agreement points (.5); review and revise credit agreement (.7); review and revise DIP order (.9); correspond and telephone conference with J. Gordon re various DIP objections (.9); telephone conference re cross collateralization issues (.4); telephone conference with J. Sussberg re same (.2); telephone conference re swap DIP issues (.4); telephone conference with M. Slade re DIP issues (.6); revise DIP reply (1.1); correspond with Alix, K&E team re DIP budget (.7); correspond re swap termination issues (.3); correspond re sealing issues (.6); telephone conference with C. Marcus re equity cushion analysis (.9).
06/02/20	Margaret R. Alden	2.00	Coordinate execution, finalization of escrow agreement (1.1); correspond with K&E team, Company, Citi, Alix re same (.9).
06/02/20	Lucas W. Brown	4.90	Draft and revise section re DIP reply (1.5); correspond with K&E team re same (.3); review and analyze UCC objection re DIP (1.6); draft outline re same (.7); correspond with K&E team re same (.4); telephone conference with P. Robinson re same (.4).
06/02/20	Rebecca Blake Chaikin	1.60	Telephone conference with K&E team, Lazard, B. Wafford re DIP financing (.2); telephone conference with Alix re milestones and deadlines (.5); correspond with Alix, K&E team, Citi re funded reserve account (.5); draft language for DIP credit agreement (.2); telephone conference with A. Glassman re same (.2).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/20	Joseph A. Correia	2.50	Attention to escrow set of signature pages (.8); process debt warrant (.2); review and summarize new UCC searches received from Puerto Rico (1.0); review original stock powers, allonges and signature pages received via FedEx from Company (.2); correspond with Company re status of outstanding signature pages (.3).
06/02/20	Yates French	11.10	Prepare for and attend Mesterharm deposition (4.5); prepare for and attend Kurtz deposition (4.1); prepare witnesses for testimony (2.5).
06/02/20	Austin Glassman	14.00	Review, revise and negotiate credit agreement (3.0); discussions re reporting requirements (.6); review, revise, discuss and facilitate filing of DIP motion and related order in connection (4.4); correspond with K&E team and advisors re objections, DIP financing and related case matters (2.1); supervise and coordinate K&E team re DIP (.9); correspond and negotiate re swap comments and review of related documentation (1.1); discuss and negotiate re ABL comments and review of related documentation (.8); manage K&E debt team and review schedules, deliverables and ancillary documents (1.1).
06/02/20	Scott J. Gordon	0.60	Correspond and analyze post-petition default interest under swaps.
06/02/20	Jake William Gordon	11.40	Review, revise DIP order (3.4); correspond with objectors re same (1.3); telephone conference with K&E and debtors advisors re same (.6); draft DIP reply (1.6); analyze DIP precedent re same (1.4); telephone conferences with objectors re objections (.7); correspond with DIP lenders re objections (.8); prepare DIP order for filing (1.6).
06/02/20	Meghan E. Guzaitis	1.70	Compile case materials for review in DIP filing motions and declaration (1.3) review pleading for filing (.4).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/20	Jae Ha	3.70	Review information from missing stock certificates against schedules re equity interests (.5); draft schedules re outstanding letters of credit (.8); update schedules re equity interests to match number of shares given in the stock certificates (.7); telephone conference with Milbank team re credit agreement (.7); review additional lien search results for JCPenney Puerto Rico, Inc. (1.0).
06/02/20	Timothy Conor Hughes	14.00	Prepare revised draft of credit agreement and conferences and correspond re same (4.8); prepare revised draft of DIP order and correspond and conferences re same (3.9); coordinate completion of schedules to DIP documents (2.1); coordinate finalization of open DIP-related items and correspond with K&E team re same (3.2).
06/02/20	Nick Krislov	7.60	Review, analyze objections (1.7); update, revise objection tracker (.8); correspond with K&E team re same (.4); revise, update DIP reply brief (2.1); correspond with K&E team re same (.4); revise, update DIP order (1.9); correspond with K&E team re same (.3).
06/02/20	Shelby Nicole Lindholm	0.80	Telephone conference with Milbank re Milbank's mark-up of DIP credit and guaranty agreement.
06/02/20	Christopher Marcus, P.C.	3.10	Telephone conference with Lazard and B. Wafford re DIP (.5); attention to DIP (2.1); attention to DIP mark-up (.5).
06/02/20	Christopher Marcus, P.C.	0.50	Telephone conference with Otterbourg re cash collateral.
06/02/20	Marjorie Melicharek	2.00	Identify produced board materials for attorney review.
06/02/20	Marjorie Melicharek	1.80	Compile exhibit list documents for confidentiality review.
06/02/20	Marjorie Melicharek	0.30	Prepare redacted production documents for attorney review.
06/02/20	Lekha Menon	0.50	Correspond with B. O'Connor, K&E team re DIP hearing.
06/02/20	Benjamin O'Connor	5.60	Attend depositions of James Mesterharm and David Kurtz.

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06/02/20	Benjamin O'Connor	3.50	Review, analyze and revise declarations of James Mesterharm and David Kurtz and amended exhibit list (1.5); review and analyze declaration and rough transcript from deposition of David Kurtz re reply brief (.6); prepare response to crossholder group objection (1.4).
06/02/20	Prentis Robinson	3.50	Research re DIP roll ups (1.1); prepare summary re same (.4); review, revise seal motion (1.5); prepare summary re DIP objections (.5).
06/02/20	Nicholas Ruge	11.80	Attend J. Mesterharm deposition (2.3); prepare exhibits and exhibit list (.6); review and proofread D. Kurtz declaration (.2); attend D. Kurtz deposition (3.2); review and analyze UCC's objections to DIP (.3); prepare Y. French and M. Slade for depositions and DIP hearing (1.2); research dischargeability issues (3.1); draft analysis re same (.3); analyze document requests (.1); telephone conference with G. Tsonis re objections (.1); prepare key pleadings re DIP hearing (.4).
06/02/20	Michael B. Slade	10.90	Prepare for depositions and defend depositions (7.0); draft and edit trial outlines (3.4); attend telephone conference with K&E team re trial prep (.5).
06/02/20	Josh Sussberg, P.C.	4.90	Telephone conference with B. Wafford, Lazard and Alix re lender proposal (.4); telephone conference with A. LeBlanc re same (.4); correspond re DIP status (.2); telephone conference with A. Yenamandra re DIP and work fee (.5); prepare for status conference (.7); telephone conference with JCP, Lazard and Alix re DIP and next steps (.5); correspond re depositions (.4); telephone conference with A. Yenamandra re next steps (.3); telephone conference with D. Kurtz re status and roll-up (.4); telephone conference with C. Tempke re same (.3); telephone conference with K. Hansen re potential settlement and counter proposal (.3); telephone conference with R. Tysoe re status (.2); telephone conference with B. Wafford re status and correspond re DIP (.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/20	Gregory Tsonis	5.50	Review and analyze declarations (.5); review and analyze precedent re DIP reply brief (3.6); draft brief (1.4).
06/02/20	Aparna Yenamandra	12.00	Telephone conferences re DIP order with Milbank, K&E team (2.3); review and revise DIP order (2.1); correspond with K&E team re various objections (4.1); telephone conference with Wells re DIP order (1.4); telephone conference with advisors re DIP credit agreement issues (1.4); telephone conference with K&E team re Kurtz deposition (.7).
06/03/20	Lucas W. Brown	7.40	Review and revise section re DIP reply (2.8); correspond with K&E team re same (.4); review and analyze precedent re same (1.7); review and revise precedent chart re same (1.2); review docket re same (.6); draft and revise presentation re same (.7).
06/03/20	Julia R. Foster	0.50	Research precedent re recent DIP replies (.3); research precedent re southern district of Texas final DIP orders (.2).
06/03/20	Yates French	11.50	Prepare witnesses for hearing (3.5); coordinate production of documents (1.5); review produced documents (1.3); review and analyze hearing exhibits (3.7); prepare for hearing (1.5).
06/03/20	Austin Glassman	11.80	Review, revise and discuss DIP schedules (.8); review and revise 8-K, coordination and discussions re same (.7); review objection and coordinate re response re same (1.9); review, discuss and negotiate DIP order and motion (2.2); review, discuss and coordinate with financial advisors re credit agreement and reporting thereunder (3.1); review and revise DIP ancillary and deliverable documents (1.5); coordinate with Alix re approach on NOLVs and borrowing base reporting (.5); correspond re funds flow and closing mechanics (.4); discussions re swap treatment and related provisions (.7).
06/03/20	Scott J. Gordon	1.20	Correspond with K&E team and analyze re default rate under terminated swaps (.8); draft email summary re same (.4).



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06/03/20	Jake William Gordon	17.60	Review, revise DIP reply (2.8); review, analyze DIP order (2.7); correspond with objecting consignors re language (2.5); correspond with Company and DIP lenders re same (1.8); telephone conferences with Company re same (.7); correspond with K&E team re objections (2.3); review analyze precedent re same (1.3); research case law re reply (2.7); correspond with K&E team re same (.8).
06/03/20	Meghan E. Guzaitis	0.50	Attend telephone conference with K&E team re strategy for DIP hearing.
06/03/20	Jae Ha	4.60	Draft post-closing schedule re insurance (.5); attend telephone conference with insurance brokers re insurance deliverables (.3); review and summarize Milbank team's comments to disclosure schedules (.8); comment on same (1.4); prepare summary of discrepancy in number of shares provided by Company and stock certificates to K&E team (.3); correspond with Milbank team re lien summary and schedules (.6); review and provide comments to Milbank's subsequent comments to disclosure schedules (.7).
06/03/20	Timothy Conor Hughes	16.50	Analyze and prepare comments to initial draft security agreement (5.8); prepare revised drafts of DIP order and conferences and correspondence re same (2.5); prepare revised draft of DIP credit agreement and conferences and correspondence re same (1.5); coordinate completion of DIP funding-related items (2.4); correspond and conferences with K&E team re to DIP and cash collateral hearing (1.7); coordinate ancillary DIP documents (2.6).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Nick Krislov	12.10	Telephone conference with K&E team, consignment parties re DIP order (.4); draft, revise presentation for DIP hearing (2.2); correspond with K&E team re same (.5); review, analyze objections (2.6); draft, revise objection chart and responses (1.4); correspond with K&E team re objections (.9); update revise DIP brief (2.4); correspond with K&E team re same (.6); research, analyze case law re same (1.1).
06/03/20	Shelby Nicole Lindholm	0.40	Telephone conference with Milbank re closing checklist.
06/03/20	Christopher Marcus, P.C.	1.30	Attention to DIP update (.3); DIP telephone conference (1.0).
06/03/20	Marjorie Melicharek	0.70	Prepare production documents for attorney review.
06/03/20	Marjorie Melicharek	0.20	Compile deposition transcripts and exhibits for attorney review.
06/03/20	Lekha Menon	10.20	Research issues re DIP reply (3.9); review, revise DIP reply (3.0); prepare for DIP hearing (3.3).
06/03/20	Adine Mitrani	0.50	Conference with K&E team re scheduling foreign IP.
06/03/20	Benjamin O'Connor	0.60	Attend telephone conference with N. Ruge, G. Tsonis and M. Weitz re identification of key documents.
06/03/20	Benjamin O'Connor	7.70	Review and analyze case law re DIP issues (.3); prepare response to crossholder group objection (1.1); review, analyze and revise reply brief in support of DIP motion (1.9); correspond with A. Yenamandra, J. Gordon, and L. Menon re edits to reply brief (.6); prepare amended exhibit list (.5); correspond with K&E team re edits to amended exhibit list (.6); coordinate with K&E team and Texas counsel re filing reply brief, amended exhibit list and exhibits for DIP motion (1.8); correspond with K&E team, Lazard and AlixPartners re confidentiality issues(.9).
06/03/20	Jessie Perlman	0.50	Correspond with K&E team re DIP and IP schedules.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Prentis Robinson	6.00	Research re DIP reply (1.4); prepare presentation for DIP hearing (3.1); correspond with K&E team re same (.2); prepare DIP objection chart (1.3).
06/03/20	Nicholas Ruge	2.90	Prepare M. Slade and Y. French for DIP hearing re research and analysis of key documents and exhibits for direct examination outlines (1.0); research exhibits for DIP hearing presentation (.3); analyze, proofread and revise DIP reply brief (.9); correspond with B. O'Connor re sealing of confidential exhibits and preparation of exhibits (.4); telephone conference with D. Kurtz re DIP hearing preparation (.3).
06/03/20	Josh Sussberg, P.C.	6.60	Update telephone conference (.6); telephone conference with B. Wafford and D. Kurtz re Stroock proposal (.7); telephone conference with D. Kurtz (.5); telephone conference with B. Wafford, D. Kurtz and R. Tysoe re same (.5); correspond re status of settlement (.2); telephone conference with D. Kurtz, J. Mesterharm, M. Slade, C. Marcus and A. Yenamandra re adequate protection (.5); review and revise brief (.6); prepare for and attend board call (.9); telephone conference with K. Hansen and cross-holder group (.4); correspond with Milbank re status (.2); telephone conference with D. Fiorillo (.3); telephone conference with M. Meghji (.4); correspond re nonconsensual cash (.2); review and revise power point for hearing and correspond re same (.6).
06/03/20	Gregory Tsonis	4.50	Attend telephone conference with K&E team and D. Kurtz re hearing prep (.8); review exhibit lists for confidentiality issues and hearing preparation (3.7).

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06/03/20	Aparna Yenamandra	19.50	Telephone conferences re DIP order with Milbank, K&E team (1.2); review and revise DIP order (2.3); correspond with K&E team re various objections (3.1); telephone conference with UCC re potential settlement (.4); correspond with UCC re same (1.2); revise DIP reply (7.2); research re same (.9); telephone conference re subsequent Stroock proposal with K&E team, Lazard, Alix (.7); telephone conference with K&E team, Lazard re preparing counter (.5); prepare for and attend Kurtz deposition preparation (1.1); telephone conference with Wells re DIP order (.9).
06/04/20	Tiffany Lang Chau	0.30	Draft UCC-3 termination (.2); research and review of underlying UCC-1 financing statement (.1).
06/04/20	Joseph A. Correia	3.20	Compile secretary's certificate and other ancillary documents (1.8); review and revise deliverables (.5); review outstanding signature pages from Company (.7); order and distribute bring down good standings (.2).
06/04/20	Austin Glassman	5.60	Prepare for and coordinate in advance of DIP hearing (.8); review and revise 8-K report (.5); prepare and discuss re DIP documents in connection with closing process (1.1); review, revise and finalize credit agreement and related operative and ancillary documents (2.2); coordinate and facilitate DIP financing closing process (1.0).
06/04/20	Jake William Gordon	10.40	Prepare for DIP hearing (3.7); correspond with K&E team re same (2.3); review, revise order re objections (3.9); correspond with DIP lenders re objections and resolutions (.5).
06/04/20	Meghan E. Guzaitis	1.60	Compile case documents for attorney review for hearing preparation (1.1) correspond with K&E team re documents for use at hearing (.5).

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06/04/20	Jae Ha	3.10	Draft final version of funding notice (.3); incorporate Milbank's comments to the same (.5); incorporate K&E IP team's comments to schedules to DIP pledge and security agreement (.4); update lien summary chart and schedules to DIP credit agreement (1.0); attend telephone conference with Milbank team and APKS team re closing deliverables and mechanics (.6); procure and distribute W-9 of borrower to requesting lender group (.3).
06/04/20	Timothy Conor Hughes	13.40	Attend DIP hearing and correspondence re same (2.5); coordinate completion of DIP schedules and other ancillary DIP-related items (6.5); prepare comments to security agreement and conferences and correspond re same (1.0); prepare revised draft of credit agreement and correspond and conferences re same (2.1); conferences and correspond re roll-up and closing mechanics (1.3).
06/04/20	Nick Krislov	2.30	Revise, update objection chart (.4); review, analyze objections and joinders (.5); correspond with K&E team re same (.1); correspond with Prime Clerk, Alix teams re roll up logistics (.2); draft, revise status notice to consignors re DIP order (.9); correspond with J. Gordon re same (.2).
06/04/20	Shelby Nicole Lindholm	0.60	Telephone conference with Milbank re DIP closing.
06/04/20	Lekha Menon	1.30	Research re dischargeable claims.
06/04/20	Jessie Perlman	1.00	Review and mark up DIP IP schedules.
06/04/20	Prentis Robinson	2.40	Review, revise presentation re DIP hearing (2.1); review, revise DIP objection chart (.3).
06/04/20	Aparna Yenamandra	6.70	Draft talking points for DIP hearing (2.4); telephone conferences re same with J. Sussberg, C. Marcus (1.1); correspond with Milbank, Stroock, K&E re modifications to DIP order (2.1); correspond with DIP objectors re outstanding objections (1.1).
06/05/20	Margaret R. Alden	0.10	Correspond with Company re KYC re escrow agreement.
06/05/20	Joseph A. Correia	1.00	Revise ancillary documents as per T. Hughes and J. Ha (.8); re-order bring down good standings from CT Corp (.2).

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06/05/20	Austin Glassman	5.00	Negotiate and finalize operative and ancillary documentation in connection with DIP financing (1.8); discuss and coordinate roll-up process and mechanics re same (1.0); coordinate and correspond re facilitating closing process (2.2).
06/05/20	Jake William Gordon	4.80	Review, finalize DIP order (3.4); correspond with objectors re same (1.4).
06/05/20	Meghan E. Guzaitis	0.70	Compile pleadings for attorney review.
06/05/20	Jae Ha	0.60	Update and circulate executed version of funding notice (.4); review and distribute executed version of letter of direction (.2).
06/05/20	Timothy Conor Hughes	9.00	Coordinate finalization of credit agreement and ancillary DIP documents and conferences and correspondence re same (6.9); coordinate closing mechanics including roll-up and payment of invoices (2.1).
06/05/20	Lanchi Huynh	1.30	Review DIP credit agreement (.5); correspond with K&E team re DIP roll-up process (.4); telephone conference with Alix, Prime Clerk, Stroock, Milbank and K&E teams re DIP roll-up and closing (.4).
06/05/20	Nick Krislov	1.20	Correspond and telephone conference with advisors, roll up parties re roll up mechanics (.6); review, analyze entered DIP order (.3); correspond with Company, K&E team re entered DIP order (.3).
06/05/20	Adine Mitrani	4.20	Negotiate and mark-up security agreement (2.0); conferece with Company re IP related representations (2.2).
06/05/20	Josh Sussberg, P.C.	1.00	Telephone conference with A. Yenamandra re status (.4); correspond re DIP (.1); telephone conference with K. Hansen (.3); telephone conference with D. Kurtz (.2).
06/05/20	Aparna Yenamandra	8.40	Telephone conferences re DIP order and DIP credit agreement with K&E team, Milbank, Stroock (4.1); research re prior permitted lien issues (.8); revise DIP order (.6); correspond with K&E team re revisions to order and budget issues (2.1); correspond with K&E team re closing issues (.8).

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06/06/20	Alistair Fatheazam	1.20	Review, revise cash management final order (.5); review, revise precedent and UCC comments re same (.5); correspond with R. Chaikin and A. Weinhouse re same (.2).
06/06/20	Austin Glassman	0.60	Facilitate and coordinate closing process.
06/06/20	Jae Ha	1.20	Review executed versions of DIP pledge and security agreement, omnibus secretary's certificate, agent fee letter, funding notice and letter of direction (.8); update signature pages to agent fee letter (.2); provide comments to executed version of DIP credit agreement (.2).
06/06/20	Timothy Conor Hughes	1.50	Coordinate completion of DIP documents and DIP funding.
06/07/20	Austin Glassman	1.80	Coordinate and facilitate closing processes.
06/07/20	Jake William Gordon	0.50	Review, analyze budget and coordinate filing.
06/07/20	Timothy Conor Hughes	2.80	Review and prepare executed DIP documents and coordinate closing.
06/07/20	Nick Krislov	0.30	Correspond with J. Gordon re notice of amended budget (.1); review, analyze key case dates for DIP financing (.2).
06/07/20	Anthony Vincenzo Sexton	0.70	Review and analyze DIP materials.
06/08/20	Joseph A. Correia	2.00	Research re final executed PDF's and final word versions as per T. Hughes and J. Ha (1.4); correspond re outstanding PDF's and word versions (.3); compile and distribute closing set of documentation (.3).
06/08/20	Alistair Fatheazam	0.90	Review, revise cash management final order (.3); review, analyze UCC and U.S. Trustee comments re same (.3); correspond with K&E team re same (.3).
06/08/20	Austin Glassman	3.90	Prepare, coordinate and facilitate DIP closing (1.6); review and coordinate re 8-K filings and related matters (.9); correspond with K&E team and advisors re compliance with credit agreement and related matters (.8); correspond with K&E team (.2); discuss re wire confirmations (.2); discuss re post-closing waiver (.2).



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06/08/20	Jake William Gordon	3.30	Telephone conference re closing (1.1); review, analyze reporting issues (.8); correspond with Alix team re same (.3); coordinate carve out issues (.9); review, analyze DIP issues (.2).
06/08/20	Jae Ha	5.30	Closing telephone conference (.2); prepare instructions for preparation of closing set (.5); draft chart of Company's deliverables and deadlines (3.4); prepare and send internal calendar reminders for upcoming financing deadlines (.4); upload deal information on K&E deal database (.3); review closing set (.5).
06/08/20	Paul Stephens Hendrickson	0.30	Correspond with K&E team re DIP.
06/08/20	Timothy Conor Hughes	6.50	Review and prepare executed DIP documents and coordinate closing and funding.
06/08/20	Shelby Nicole Lindholm	0.20	Telephone conference with Milbank re closing.
06/08/20	Benjamin O'Connor	0.30	Review and analyze upcoming Company debt payments (.2); correspond with Lazard and K&E team re upcoming debt payments (.1).
06/08/20	Anthony Vincenzo Sexton	1.90	Telephone conference with Milbank re DIP issues (.6); review and analyze issues re same (1.3).
06/09/20	Joseph A. Correia	0.30	Research and draft waiver signature pages.
06/09/20	Austin Glassman	6.90	Prepare for and attend equity committee hearing, assist K&E team, advisors and key witnesses with preparation in connection therewith (2.8); review and discuss issues related to appraisal and borrowing base reporting (.6); review, negotiate and discuss waivers of certain milestones, coordination with K&E team, advisors and Company re open issues related to such waiver and related milestones and reports (1.5); assist with and discuss re deliverables and credit facility reporting, coordination with K&E team and Company in connection therewith (1.8); coordinate re wires and roll-up mechanics (.2).
06/09/20	Jake William Gordon	2.10	Review, analyze DIP issues (1.3); correspond with K&E team re same (.8).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/20	Jae Ha	1.20	Incorporate A. Glassman's comments to Company deliverables chart (.7); review broker's draft of the insurance certificates and endorsements (.3); incorporate T. Hughes comments to same (.2).
06/09/20	Timothy Conor Hughes	5.70	Prepare comments to draft waiver and conference and correspondence re same (2.8); prepare comments to deliverables chart (1.3); correspondence re roll-up and funding mechanics (.4); coordinate completion of post-closing DIP items (1.2).
06/09/20	Nick Krislov	0.80	Review, analyze DIP order re carve out funding (.6); correspond with J. Gordon re same and funding dates (.2).
06/09/20	Aparna Yenamandra	0.50	Telephone conference with advisors re ABL issues.
06/10/20	Alistair Fatheazam	2.00	Correspond with outside counsel re cash management final order (.6); correspond with A. Weinhouse re same (.4); telephone conferences with outside counsel re proposed changes to cash management order (.5); review, revise cash management final order (.5).
06/10/20	Austin Glassman	4.90	Discuss and coordinate re cleansing provisions and NDA negotiations (.5); discuss and coordinate re roll-up mechanics and necessary actions (.9); review and discuss issues related to appraisal and borrowing base reporting (.5); assist and discuss deliverables and credit facility reporting, coordination with K&E team and Company re same (1.5); review reporting summaries at request of restructuring team and review and revise timelines and organizational materials used by Company and advisors (1.2); discuss store closings and credit compliance (.3).
06/10/20	Jae Ha	1.00	Incorporate final comments to deliverables chart (.8); prepare and send closing set for DIP term loan (.2).
06/10/20	Timothy Conor Hughes	7.60	Prepare revised draft of deliverables chart (1.2); prepare revised draft of restructuring checklist and timeline (5.8); correspond with K&E team re DIP in relation to upcoming hearings (.6).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
RSA Amend. & Compliance/DIP Financing/Cash  
Collateral and Management

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Invoice Number: 1050032370  
Matter Number: 47223-4

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	Nick Krislov	0.20	Telephone conference with lenders, Alix, K&E team re roll up logistics.
06/10/20	Aparna Yenamandra	0.80	Correspond with K&E team re DIP waiver.
06/11/20	Alistair Fatheazam	1.40	Correspond with A. Weinhouse, Alix and Company re cash management questions (.6); review, analyze bank information from Company re same (.5); review, analyze cash management order re same (.3).
06/11/20	Austin Glassman	5.50	Discuss and coordinate re store closingsales and credit compliance (.5); assist and discuss credit facility reporting and related issues including preparation and review of compliance materials and certificates (.9); prepare for and attend second day hearing and assist K&E team, advisors and key witnesses with preparation re same (4.1).
06/11/20	Jake William Gordon	0.60	Coordinate consignment reporting issues.
06/11/20	Jake William Gordon	0.80	Review, analyze dip reporting issues.
06/11/20	Timothy Conor Hughes	3.60	Attend hearing and correspond re same (2.4); prepare form certificate for post-closing DIP deliverables (1.2).
06/11/20	Aparna Yenamandra	0.80	Telephone conferences with Company, K&E team re DIP waiver.
06/12/20	Austin Glassman	4.10	Discuss with advisors and Company re DIP reporting, coordination and review of materials, including compliance with credit facilities and court orders in connection with GOB sales, reports to be delivered and real estate reports and assist in preparing summary compliance materials and delivering required items (2.6); correspond with opposing counsel re assignments (.3); review real estate reporting requirements (.6); review and discuss compliance issues related to foreign subsidiaries (.2); discuss and review documentation in connection with NDAs and related disclosure matters (.4).
06/12/20	Jake William Gordon	0.70	Prepare for and attend telephone conference re consignment reporting.

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J.C. Penney Company, Inc.  
RSA Amend. & Compliance/DIP Financing/Cash  
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Invoice Number: 1050032370  
Matter Number: 47223-4

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/20	Timothy Conor Hughes	3.50	Coordinate completion of DIP deliverables and correspondence re same (2.2); coordinate completion of post-closing insurance deliverables (.3); correspond re Company questions on DIP financing (.4); coordinate Company response on DIP waiver and prepare comments to same (.6).
06/13/20	Austin Glassman	0.50	Respond to inquiries related to UCC and review credit documents in connection therewith.
06/13/20	Josh Sussberg, P.C.	0.70	Telephone conference with Company re bidder (.2); telephone conference with D. Kurtz re status (.2); correspond re Nike and status (.1); correspond re GOB sales and timing (.2).
06/14/20	Austin Glassman	0.50	Coordination re DIP waiver, negotiation thereof with opposing counsel and correspond with K&E team and advisors re same.
06/14/20	Josh Sussberg, P.C.	1.00	Telephone conference with B. Wafford and D. Kurtz re status (.4); correspond with B. Wafford re same (.1); correspond re GOB sales and Hilco model (.2); correspond re disclosure matters (.2); correspond re Nike status (.1).
06/15/20	Margaret R. Alden	0.20	Review, analyze requirements re authorized payments.
06/15/20	Rebecca Blake Chaikin	0.70	Correspond with K&E team, Company, advisors re lease and property optimization reports.
06/15/20	Austin Glassman	3.00	Review and discuss materials in connection with DIP budget (.5); review and discuss compliance matters in connection with appraisal and distribution thereof (.3); coordinate advisors and Company teams in connection with waiver and milestone amendments (.9); discussions re strategy and requirements related to budget updates and negotiations between advisors re approval of current budget and related changes to variance testing (.9); correspondence and coordination re amendment, real estate reports and related compliance matters (.4).

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Invoice Number: 1050032370  
Matter Number: 47223-4

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/20	Jake William Gordon	2.30	Telephone conferences re consignment issues (1.2); review, analyze issues re same (1.1).
06/15/20	Timothy Conor Hughes	3.00	Coordinate completion of waiver (.4); prepare comments to deal checklist tracker (.5); prepare responses to Company and K&E team questions (2.1).
06/15/20	Matthew A. Schroth	2.60	Revise deal work in progress tracker (1.0); revise work stream tracker (1.6).
06/16/20	Mike Beinus, P.C.	1.80	Review re NOLs and related analysis (.5); correspond re same (.3); analyze re DIP (1.0).
06/16/20	Austin Glassman	4.50	Coordinate, correspond and discuss with Company advisors and lender advisors re roll-up and related matters (1.1); correspond and discussions re DIP defaults, reporting waivers and necessary amendments (1.9); coordinate and discuss re credit agreement review related to ABL borrowing base and related matters (.3); discuss and coordinate documentation related to DIP budget updates and related changes to documents (.6); coordinate re notice requirements, 8-Ks and NDA matters (.6).
06/16/20	Timothy Conor Hughes	4.10	Conference re ABL borrowing base (.4); coordinate Company response re quarterly financials and conferences re same (2.3); correspond re questions on DIP documents re sales of collateral and ABL borrowing base (1.4).
06/16/20	Josh Sussberg, P.C.	0.80	Correspond re DIP amendment (.3); correspond re DIP amendment (.5).
06/16/20	Aparna Yenamandra	0.70	Telephone conference with A. Glassman re DIP waiver issues.

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Invoice Number: 1050032370  
Matter Number: 47223-4

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	Austin Glassman	5.10	Coordinate, review and revise waivers and negotiate and discuss requirements and related items with Company, advisors, DIP lenders and ABL lenders (2.5); discuss and coordinate re 8-K, NDA matters and notices (.3); coordinate re surety bonds and analyze and review of credit facility provisions (.4); discuss re roll-up and reconciliation (.5); discuss and assist in preparation of compliance materials and aid Company and advisors in ensuring compliance with DIP documents and order (1.3); coordination re ratings (.1).
06/17/20	John Thomas Goldman	1.00	Correspond and telephone conference re Milbank request for collateral info.
06/17/20	Jake William Gordon	2.60	Telephone conferences re consignment issues (1.4); review, analyze issues re same (1.2).
06/17/20	Paul Stephens Hendrickson	2.90	Analyze DIP loans funding from existing debt holders.
06/17/20	Timothy Conor Hughes	2.50	Coordinate Company response re quarterly financials and conferences re same (1.7); correspond re questions on the DIP documents including surety bonds and milestone (.8).
06/18/20	Mike Beinus, P.C.	1.20	Review DIP analysis (1.0); correspond re same (.2).
06/18/20	Rebecca Blake Chaikin	0.40	Telephone conference with A. Glassman, T. Hughes, K. Pageau re DIP agreement consent requirements.
06/18/20	Joseph A. Correia	1.00	Research and draft signature pages for amendment No. 1 (.6); research and draft signature pages for waiver (.4).
06/18/20	Austin Glassman	4.10	Coordinate and discuss with advisors and K&E team re compliance matters and WIP work streams (.9); negotiate and finalize amendment documentation and waivers in connection with necessary amendments under DIP credit agreement and related reporting changes (2.7); coordinate re swaps and adequate protection payments (.5).
06/18/20	Jake William Gordon	0.50	Review, analyze consignment issues.
06/18/20	Jake William Gordon	0.60	Analyze issues re DIP order.

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Invoice Number: 1050032370  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/18/20	Jae Ha	1.90	Review and provide comments to amendment No. 1 to DIP credit agreement (1.7); review Milbank's revised draft of same (.2).
06/18/20	Paul Stephens Hendrickson	0.70	Analyze prorata funding of DIP loans.
06/18/20	Timothy Conor Hughes	5.60	Conference with K&E team re DIP credit agreement consent rights and correspondence re same (.5); prepare initial draft DIP waiver and correspond and conferences resume (2.3); prepare comments to initial draft DIP amendment and correspondence re same (2.5); correspond re questions on DIP documents (.3).
06/18/20	Drue A. Santora	0.20	Review swap interest inquiry.
06/19/20	Austin Glassman	2.00	Correspond with K&E team, Company and advisors re swap and interest payments (.2); coordinate and facilitate waiver, amendment closings (.8); coordinate and discuss with advisors and opposing counsel re roll-up and reconciliation (.3); coordinate re reporting timeline and weekly requirements with Alix and Company (.5); respond to diligence inquiries (.2).
06/19/20	John Thomas Goldman	1.00	Review and discuss DIP credit agreement, delivery requirements and milestones.
06/19/20	Jake William Gordon	1.10	Review, correspond with Alix re consignment issues.
06/19/20	Timothy Conor Hughes	2.10	Coordinate completion of DIP waiver and amendment and ABL extensions and correspondence re same (1.6); coordinate responses to debt-related diligence questions (.5).
06/19/20	Lanchi Huynh	0.80	Telephone conference with Milbank re DIP roll-up procedures.
06/19/20	Jonathan A. Schechter, P.C.	0.80	Attention to DIP credit agreement items and related correspondence.
06/20/20	Josh Sussberg, P.C.	0.50	Correspond re bidder NDA and next steps.
06/21/20	Austin Glassman	0.50	Correspond with K&E team re reporting matters under DIP and cash collateral order.
06/21/20	Nick Krislov	0.20	Review, analyze deal milestones and key dates re DIP.



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Invoice Number: 1050032370  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/21/20	Josh Sussberg, P.C.	0.60	Correspond re bidder NDA and next steps (.2); telephone conference with J. Goldman re same (.4).
06/22/20	Mike Beinus, P.C.	1.50	Analyze DIP financing issue.
06/22/20	Austin Glassman	2.60	Coordinate and reconcile re roll-up (.8); correspond with Company team and professional advisors re reporting obligations and credit compliance matters (1.2); correspond and coordinate re adequate protection payments, milestones, business plan and other deliverable requirements (.6).
06/22/20	Jake William Gordon	0.50	Analyze DIP order re amendment issue.
06/22/20	Jae Ha	0.80	Review Milbank team's comments to insurance endorsements (.3); prepare and send instructions to insurance brokers to revise the same in light of comments (.5).
06/22/20	Paul Stephens Hendrickson	1.40	Draft materials re DIP funding from existing debt holdings.
06/22/20	Timothy Conor Hughes	2.60	Coordinate Company response re quarterly financials and compliance certificate (1.8); correspond with K&E team re questions on DIP documents including quarterly financials and interest rates (.8).
06/22/20	Lanchi Huynh	1.50	Conference with B. Riley re lease restructuring updates (.2); conference with Milbank re DIP roll-up financing matters (.7); conference with Milbank, K&E team, Alix and Prime Clerk team re DIP roll-up financing matters (.6).
06/22/20	Aparna Yenamandra	1.80	Correspond with advisors re mechanics for satisfying DIP milestones (.7); correspond with swaps counsel re payments (.3); correspond with Alix re administrative allocation issues (.8).
06/23/20	Justin Bender	1.50	Review master lease term sheet (.5); telephone conference with J. Goldman and J. Betts re same (1.0).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Austin Glassman	2.40	Discuss and coordinate re monthly reporting and confidentiality obligations (1.5); correspond with advisors re adequate protection payments, compliance matters and deliverable items (.7); coordinate re successor agent obligations and UCC diligence requests (.2).
06/23/20	Timothy Conor Hughes	1.90	Conference and correspond re monthly financials and public-side deliverables (1.4); correspond with K&E team re DIP documents and prepetition debt documents including public-side deliverables and unsecured creditors diligence (.5).
06/23/20	Aparna Yenamandra	1.50	Correspond with K&E team re monthly reporting under DIP (.7); correspond with Alix re allocation methodology requirement under DIP (.4); telephone conference with UCC counsel re same (.4).
06/24/20	Austin Glassman	2.40	Correspond and telephone conference with Company, advisors and K&E team re deliverable requirements under credit facility and relevant orders, discussions re necessary waivers and amendments in connection therewith and requisite consents/strategic considerations (1.5); coordinate and manage K&E team in connection with DIP compliance (.4); correspond with K&E team re deadlines and milestones (.3); coordinate re permitted transactions and applicable disclosure (.2).
06/24/20	Jake William Gordon	0.50	Implement MT payment procedures.
06/24/20	Jae Ha	1.90	Review and provide comments to Milbank's draft of final loan escrow account DACA.
06/24/20	Timothy Conor Hughes	2.50	Analyze control agreement and prepare comments to same (.9); conference with Alix team re financial statements (.4); correspond with K&E team re K&E questions re DIP documents including consignment and liens (1.2).
06/24/20	Prentis Robinson	2.20	Prepare summary chart re consignment terms (1.5); review, analyze final DIP order re same (.7).
06/24/20	Matthew A. Schroth	1.00	Revise deal work in process.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/20	Austin Glassman	2.90	Correspond and telephone conference with K&E team, advisors and Company re credit agreement and applicable order deliverables and deadlines (.9); coordinate and discuss with K&E team re DIP contents, return to vendor transactions, asset sales and dispositions (.8); coordination re document production and committee requests (.4); coordinate with Alix team re borrowing base calculations and agent requests (.3); coordinate re adequate protection claims (.2); coordinate re escrow account and related DACA (.3).
06/25/20	Jae Ha	0.50	Review and incorporate T. Hughes' comments to final loan escrow account DACA (.4); distribute same to Milbank, APKS and Citi teams (.1).
06/25/20	Timothy Conor Hughes	3.40	Analyze control agreement and prepare comments to same (1.2); correspond with K&E team re internal K&E questions re DIP documents and prepetition debt documents including asset sales and unsecured creditors diligence (2.2).
06/25/20	Aparna Yenamandra	0.80	Correspond with Milbank re RE deliverables under DIP milestones.
06/26/20	Austin Glassman	1.70	Correspond with K&E team and advisors re second draw requirements and timing (.3); coordinate re salvage documents and review thereof (.3); coordinate and discussions re borrowing base (.1); coordinate and discussions re business plan parameters, monthly financials and other financial, reporting deliverables, NDA requirements and related disclosures (1.0).
06/26/20	Jae Ha	1.00	Draft funding notice for final loan (.7); prepare list of outstanding items needed to finalize the same (.3).
06/26/20	Timothy Conor Hughes	2.10	Correspond re internal K&E and advisor questions on the DIP documents and prepetition debt documents including asset sales, cash management, reporting requirements and insurance.
06/26/20	Thomas P. O'Connor	0.20	Review deal team correspondence.

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Invoice Number: 1050032370  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/20	Aparna Yenamandra	0.90	Correspond with Milbank re DIP deliverables and status thereof.
06/27/20	Austin Glassman	0.60	Correspond with K&E team and advisors re lender inquiries, amendments, waivers and milestones.
06/27/20	Timothy Conor Hughes	0.30	Correspond re internal K&E insurance questions re DIP documents.
06/27/20	Lanchi Huynh	0.30	Conference with HL, Alix, Milbank teams re DIP roll up (.1); review matters re same (.2).
06/28/20	Austin Glassman	0.50	Correspond with K&E team and advisors re lender inquiries, amendments, waivers and milestones.
06/28/20	Timothy Conor Hughes	0.20	Correspond re business plan parameters and internal deal checklist.
06/29/20	Rebecca Blake Chaikin	0.60	Telephone conference with K&E team, Alix, Lazard re DIP draw (.5); correspond with K&E team, Lazard re same (.1).
06/29/20	Austin Glassman	1.80	Coordinate re second draw timing, strategic considerations and necessary deliverables (.5); coordinate and review documentation in connection with escrow account (.5); coordinate and discuss re milestones and applicable disclosure (.4); coordinate re insurance deliverables, monthly financials and Company bank accounts (.4).
06/29/20	Jae Ha	0.70	Correspond with K&E team re additional information required for deliverables (.3); review insurance broker's comments to real estate exhibits to endorsements (.4).
06/29/20	Timothy Conor Hughes	1.10	Conference re second tranche and draw mechanics (.4); correspond with K&E team, advisors re questions on DIP documents and prepetition debt documents including asset sales and unsecured creditors diligence (.7).
06/29/20	Aparna Yenamandra	0.60	Telephone conference with advisors re DIP second draw.

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Invoice Number: 1050032370  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Austin Glassman	2.90	Coordinate, manage and review Company deliverable requirements (.6); discuss and coordinate re timing of second draw, strategic discussions with lenders and escrow mechanics (.5); discuss with Company advisors and opposing parties re roll-up mechanics and calculations and necessary transactions (.7); coordinate and evaluate interest payment issues and discussions re missed interest payment, coordination re interest calculations and necessary waivers (.6); review stipulation and credit agreement re same (.5).
06/30/20	Jae Ha	0.30	Review CitiBank's comments to final loan escrow account DACA (.2); send same to Milbank and APKS teams (.1).
06/30/20	Timothy Conor Hughes	3.10	Prepare comments to control agreement (.6); coordinate completion of post-closing DIP deliverables (.6); conference with advisors re DIP deliverables (.5); correspond with K&E team and advisors re questions on DIP documents and prepetition debt documents including interest payment date and delivery of borrowing notice for second draw (1.4).
06/30/20	Lanchi Huynh	5.90	Review proposed materials for cleansing (1.3); review matters relating to DIP roll-up interest payments (.6); correspond with Company re risk factors for 10-Q relating to chapter 11 (.3); review matters relating to final DIP draw (.4); review issues relating to cleansing (2.0); conference with Milbank re cleansing matters (.9); conference with B. Riley re cleansing matters (.4).
06/30/20	Thomas P. O'Connor	0.40	Review deal team correspondence.
06/30/20	Miriam A. Peguero Medrano	0.50	Correspond with A. Weinhouse, Company re BofA accounts. (.3); correspond with R. Chaikin, JW team re 345(b) stipulation (.2).
06/30/20	Nicholas Ruge	1.80	Correspond with M. Alden re documents in marketing process dataroom (.3); research and review documents in marketing process dataroom and access to that dataroom (1.0); correspond with data site technician re running analytic report (.5).

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Invoice Number: 1050032370  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Aparna Yenamandra	0.80	Correspond with K&E team re various real estate deliverables under DIP.
<b>Total</b>		<b>1,676.40</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032371**

**Client Matter: 47223-5**

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**In the Matter of Restruc. Trans/DS/Plan Conf./Emergence**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 427,727.50

Total legal services rendered

\$ 427,727.50



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Restruct. Trans/DS/Plan Conf./Emergence

Invoice Number: 1050032371  
Matter Number: 47223-5

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Margaret R. Alden	24.20	610.00	14,762.00
Matthew Antinossi	1.00	1,375.00	1,375.00
Jenn Betts	3.00	1,035.00	3,105.00
Lucas W. Brown	19.80	610.00	12,078.00
Chris Ceresa	9.70	610.00	5,917.00
Rebecca Blake Chaikin	25.00	1,085.00	27,125.00
Tess Elizabeth Dennis	7.40	610.00	4,514.00
Alistair Fatheazam	4.10	740.00	3,034.00
Julia R. Foster	3.40	340.00	1,156.00
Austin Glassman	8.40	1,165.00	9,786.00
John Thomas Goldman	6.00	1,195.00	7,170.00
Jake William Gordon	3.00	845.00	2,535.00
Key Hemyari	0.10	845.00	84.50
Walter S. Holzer, P.C.	5.70	1,465.00	8,350.50
Sophia Hudson, P.C.	0.50	1,525.00	762.50
Lanchi Huynh	1.00	1,305.00	1,305.00
Melissa D. Kalka	8.20	1,165.00	9,553.00
Talia Krause	3.00	610.00	1,830.00
Aisha P. Lavinier	50.20	1,135.00	56,977.00
Will Lawley	2.50	845.00	2,112.50
Marc Anthony Lipscomb	7.40	1,135.00	8,399.00
Christopher Marcus, P.C.	2.00	1,635.00	3,270.00
Joshua Merrill	1.90	1,085.00	2,061.50
Adine Mitrani	1.10	965.00	1,061.50
Thomas P. O'Connor	0.20	1,035.00	207.00
Carrie Therese Oppenheim	0.10	445.00	44.50
Jessie Perlman	3.00	610.00	1,830.00
John Phelan	20.80	610.00	12,688.00
Jeffrey S. Quinn	0.20	1,375.00	275.00
Claudia Ray	1.70	1,295.00	2,201.50
Prentis Robinson	4.80	610.00	2,928.00
Tana Ryan, P.C.	6.50	1,395.00	9,067.50

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Restruc. Trans/DS/Plan Conf./Emergence

Invoice Number: 1050032371  
 Matter Number: 47223-5

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jonathan A. Schechter, P.C.	6.00	1,525.00	9,150.00
Matthew A. Schroth	7.80	740.00	5,772.00
Sam Steinman	14.30	965.00	13,799.50
Josh Sussberg, P.C.	33.90	1,635.00	55,426.50
Christopher Thomas, P.C.	2.60	1,215.00	3,159.00
Steve Toth	10.20	1,295.00	13,209.00
Seth Traxler, P.C.	0.10	1,495.00	149.50
Gregory Tsonis	4.70	970.00	4,559.00
Allyson Smith Weinhouse	1.00	965.00	965.00
Lydia Yale	0.30	275.00	82.50
Aparna Yenamandra	56.40	1,165.00	65,706.00
Samuel Zaretsky	43.60	845.00	36,842.00
Abbey Zuech	2.20	610.00	1,342.00
<b>TOTALS</b>	<b>419.00</b>		<b>\$ 427,727.50</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Restruct. Trans/DS/Plan Conf./Emergence

Invoice Number: 1050032371  
Matter Number: 47223-5

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/15/20	Margaret R. Alden	7.20	Revise RSA (1.5); telephone conferences and correspond with Milbank, HL, Lazard, AP, K&E team re deal documents (3.9); compile execution versions re same (.3); correspond with Company re same (1.0); correspond with Katten, Quinn re deal documents (.5).
05/15/20	Austin Glassman	8.40	Negotiate RSA and other transaction terms (2.7); discussions with multiple constituents (2.4); strategic discussions (1.6); correspond with Company and advisors re same (.6); assist in Company management and credit compliance (1.1).
05/15/20	Josh Sussberg, P.C.	3.80	Telephone conferences re deal status and next steps (.8); review RSA (1.1); telephone conferences with B. Wafford (.6); telephone conferences with D. Kurtz (.7); telephone conferences with J. Zinman (.6).
05/15/20	Steve Toth	1.20	Analyze revised RSA and term sheet drafts and participate in related all hands telephone conference.
05/15/20	Aparna Yenamandra	0.90	Draft and finalize final RSA and term sheet.
05/16/20	Margaret R. Alden	0.30	Review, analyze deal documents re lender issues (.2); correspond with A. Yenamandra, R. Chaikin, A. Weinhouse re same (.1).
05/16/20	Aisha P. Lavinier	1.70	Review and analyze RSA and term sheet.
05/17/20	Walter S. Holzer, P.C.	0.70	Review final RSA and term sheet.
05/17/20	Aisha P. Lavinier	1.00	Review and revise OpCo and PropCo governance term sheets.
05/17/20	Josh Sussberg, P.C.	1.00	Correspond re multiple issues and status (.2); correspond re DIP milestones, timeline (.1); telephone conference with J. Sprayregen re status (.3); correspond re NOL matter (.2); correspond re disclosure and 8-K (.1); review social media update (.1).
05/18/20	Margaret R. Alden	0.20	Review, analyze deal documents re business plan milestones (.1); correspond with K&E team re same (.1).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/20	Rebecca Blake Chaikin	2.50	Telephone conference with JCP, Lazard, Alix and K&E team re post-filing action items (.9); draft summary of key dates and workstreams re same (.8); telephone conference with K&E team re deal and real estate workstreams (.8).
05/18/20	Tess Elizabeth Dennis	1.50	Update disclosure statement for first day hearing.
05/18/20	Alistair Fatheazam	3.00	Review, analyze Sears filings re allocation issues (2.7); correspond with A. Weinhouse and K&E team re same (.3).
05/18/20	Walter S. Holzer, P.C.	0.70	Conference with K&E team re RSA tasks (.5); revise same (.2).
05/18/20	Aisha P. Lavinier	1.50	Review, analyze property selection process (.2); coordinate process for preparation of term sheets and plan documentation (.6); various conferences with J. Goldman and A. Yenamandra re same (.2); review, analyze diligence process (.5).
05/18/20	Will Lawley	1.50	Telephone conference with Lazard and Alix teams re marketing period and new diligence requests (.3); review priority diligence requests from investor (.8); review new diligence tracker against old data room (.4).
05/18/20	Christopher Marcus, P.C.	1.00	Telephone conference with advisors and management re planning.
05/18/20	Adine Mitrani	0.70	Telephone conference with K&E team re brand ownership structure (.3); conference with J. Perlman re next steps (.4).
05/18/20	Jessie Perlman	2.00	Prepare for and attend telephone conference re intercompany claims and brand ownership (.5); correspond with A. Mitrani re same (.7); review and update intercompany claims memorandum (.8).
05/18/20	Claudia Ray	0.50	Conference with K&E team re issues re ownership of brands and analysis of consideration for same.
05/18/20	Josh Sussberg, P.C.	4.40	Advisor and management update telephone conference (.7); telephone conference with B. Wafford, D. Kurtz and J. Mesterharm re workstreams (.9); telephone conference with advisors re lease analysis, workstreams (1.0); telephone conference with potential bidder (.7); telephone conference with D. Kurtz (.5); respond to multiple correspondence (.6).

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05/18/20	Christopher Thomas, P.C.	0.70	Review and analyze final RSA.
05/18/20	Steve Toth	2.20	Participate in telephone conference with K&E team re corporate matters and status (.2); analyze governance term sheet (.3); correspond with K&E team re non disclosure agreement (.4); prepare correspondence re non disclosure agreements (.5); participate in all advisor telephone conference re real estate and store closing strategy and timing (.8).
05/19/20	Margaret R. Alden	0.20	Correspond with L. Brown re RSA milestone issues.
05/19/20	Lucas W. Brown	10.30	Correspond with Alix team re RSA (.1); review and analyze precedent re marketing process (3.9); correspond with K&E team re same (.9); telephone conference with P. Robinson re same (.1); draft motion re same (3.9); revise motion re same (1.4).
05/19/20	Chris Ceresa	3.90	Revise store closing pleading (3.7); correspond with R. Chaikin re same (.2).
05/19/20	Rebecca Blake Chaikin	3.90	Telephone conference with Milbank, Houlihan, K&E team, Lazard, Alix re deal next steps coordination (.5); draft summary of key dates and workstreams re same (3.1); correspond with K&E team re same (.3).
05/19/20	Tess Elizabeth Dennis	0.50	Participate and take notes on diligence telephone conference.
05/19/20	Alistair Fatheazam	1.10	Review, analyze Sears filings re allocation issues.
05/19/20	Aisha P. Lavinier	1.90	Conference with J. Schechter, J. Goldman, T. Ryan, C. Thomas and S. Toth re market test and coordination between real estate and corporate matters (.8); coordinate with Milbank and K&E team re potential market test implication and documentation process (.4); review and revise term sheets (.3); review, analyze master timeline (.4).
05/19/20	Jessie Perlman	1.00	Correspond with A. Mitrani, C. Ray and Company re JCP brand issues.

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05/19/20	Josh Sussberg, P.C.	3.20	Telephone conference with HL, Milbank, DB, Lazard, Alix and K&E team (.8); telephone conference with M. Neruda (.4); telephone conference with B. Wafford and D. Kurtz (.7); telephone conference with D. Kurtz (.4); telephone conference with K. Eckstein (.5); telephone conference with M. Sirotta and S. Van Alten (.4).
05/19/20	Aparna Yenamandra	1.10	Telephone conference with 1L advisors re next steps (.6); correspond with Alix team re admin allocation efforts (.5).
05/19/20	Aparna Yenamandra	2.30	Correspond re work fee motion (.8); correspond re non-disclosure agreements re same (.7); correspond re dataroom issues (.8).
05/19/20	Abbey Zuech	1.70	Prepare summary of real estate milestones, plans and related consent rights.
05/20/20	Lucas W. Brown	8.30	Draft motion re marketing process (3.9); revise same (2.3); research and analyze precedent re same (1.7); correspond with K&E team re same (.4).
05/20/20	Chris Ceresa	0.50	Revise store closing procedures.
05/20/20	Rebecca Blake Chaikin	2.90	Revise summary of key dates and workstreams re same (1.2); planning telephone conference with Company, Lazard, K&E team and Alix (.5); correspond with K&E team re deal and postpetition action items (1.2).
05/20/20	Tess Elizabeth Dennis	0.50	Review and revise disclosure statement.
05/20/20	Julia R. Foster	0.60	Draft work fee motion.
05/20/20	Walter S. Holzer, P.C.	1.00	Review master timeline (.4); conference with K&E team re same (.2); review non disclosure agreement form (.4).
05/20/20	Aisha P. Lavinier	1.20	Review and update master timeline and work in process (1.0); coordinate process and correspond with Milbank and K&E team re documentation process (.2).
05/20/20	Prentis Robinson	4.80	Research precedent re non-ordinary course payment (2.7); prepare motion re same (1.5); correspond with L. Brown re same (.6).
05/20/20	Tana Ryan, P.C.	0.50	Review RSA and transaction timeline (.2); provide comments re same (.3).

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05/20/20	Jonathan A. Schechter, P.C.	1.50	Review, analyze landlord term sheet and landlord letter (1.0); review, analyze REIT spin and other real estate matters and related correspondence (.5).
05/20/20	Steve Toth	0.70	Analyze non disclosure agreement draft (.5); correspond with A. Lavinier re same (.2).
05/20/20	Allyson Smith Weinhouse	0.50	Telephone conference with Company, K&E team, Lazard, Alix re coordination re deal.
05/21/20	Margaret R. Alden	1.90	Research re indenture issues (1.4); correspond with K&E team re same (.5).
05/21/20	Rebecca Blake Chaikin	1.50	Correspond with K&E team re deal diligence and summary of key deal dates and workstreams (.6); revise summary of same (.4); telephone conference with Joele Frank re deal and matter status (.5).
05/21/20	Walter S. Holzer, P.C.	0.50	Review master time line (.3); conference with K&E team re same (.2).
05/21/20	Aisha P. Lavinier	0.90	Review and revise master timeline and conference with J. Betts re same (.7); review, analyze real estate process in coordination with corporate matters (.2).
05/21/20	Jonathan A. Schechter, P.C.	1.50	Review, analyze timeline for real estate items (.5); review, analyze landlord letter items and related correspondence (.5); review, analyze documents (.5).
05/21/20	Josh Sussberg, P.C.	3.80	Telephone conferences with D. Kurtz (.9); telephone conference with M. Sommerstein re indenture trustee (.4); telephone conference with K. Hansen re status (.3); telephone conference with cross over group re proposal (.6); telephone conference with C. Marcus (.4); correspond re lender status (.2); review and revise motion to reimburse expenses of purchasers (.6); telephone conference with R. Tysoe re status (.4).
05/21/20	Aparna Yenamandra	1.10	Telephone conference with Joele Frank re communications issues (.5); correspond re landlord milestones in RSA (.6).
05/22/20	Margaret R. Alden	0.20	Correspond with Alix, A. Yenamandra re RSA.



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05/22/20	Rebecca Blake Chaikin	1.30	Telephone conference with Company, K&E team, Alix, Lazard re deal and matter status (.5); revise summary of deal deadlines and workstreams (.6); telephone conference with J. Goldman, A. Lavner re deal deliverables (.2).
05/22/20	Aisha P. Lavinier	0.60	Conference with R. Chaikin and J. Goldman re documentation process and market test.
05/22/20	Christopher Marcus, P.C.	0.50	Planning telephone conference.
05/22/20	Steve Toth	0.60	Participate in telephone conference with K&E team re coordinating workstreams.
05/22/20	Allyson Smith Weinhouse	0.50	Telephone conference with Company advisors re strategy, coordination.
05/22/20	Aparna Yenamandra	1.20	Correspond with K&E team re RSA term sheets (.7); attend standing planning telephone conference (.5).
05/23/20	Aisha P. Lavinier	1.20	Conference re milestones and attention to business plan and market test.
05/23/20	Josh Sussberg, P.C.	1.40	Telephone conference with B. Wafford, J. Mesterharm and D. Kurtz re 1L group (.5); telephone conference with A. Kallman (.3); telephone conference with M. Perkal (.2); telephone conference with D. Kurtz (.3); correspond re Opco, PropCo (.1).
05/23/20	Aparna Yenamandra	0.70	Review work fee motion (.4); revise same (.3).
05/24/20	Rebecca Blake Chaikin	0.40	Telephone conference with Alix, A. Yenamandra re expense allocations.
05/24/20	Aisha P. Lavinier	0.40	Conference re market test coordination and attention to process.
05/25/20	Margaret R. Alden	1.10	Draft, revise deal documents (.8); correspond with K&E team re same (.3).
05/25/20	Chris Ceresa	4.40	Research re liens on abandoned property (.6); revise store closing procedures motion (3.3); correspond with R. Chaikin re same and research (.5).
05/25/20	Rebecca Blake Chaikin	0.70	Telephone conference with Company, K&E team, Alix, Lazard re deal and matter status (.2); telephone conference with Milbank, Deutsche Bank, Houlihan, Alix, K&E team, Lazard re RSA deliverables (.5).

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05/25/20	Jonathan A. Schechter, P.C.	2.00	Telephone conference with advisors re real estate items (.7); telephone conference with CW re real estate items (.8); telephone conference re workstream (.5).
05/25/20	Matthew A. Schroth	2.80	Review due diligence materials.
05/25/20	Sam Steinman	2.00	Review and revise documentation and diligence re proposed transaction.
05/25/20	Aparna Yenamandra	1.00	Attend standing telephone conference (.6); revise RSA (.4).
05/26/20	Margaret R. Alden	0.40	Draft, revise deal documents (.3); correspond with K&E team re same (.1).
05/26/20	Joshua Merrill	1.90	Review and revise M&A process non-disclosure agreements (1.6); correspond with Company re same (.3).
05/26/20	Jeffrey S. Quinn	0.20	Review PropCo emergence framework.
05/26/20	Claudia Ray	0.70	Review and analyze intercompany claims memorandum, trademark schedule and purchasing agreements (.5); correspond with J. Perlman and A. Mitrani re same (.2).
05/26/20	Josh Sussberg, P.C.	2.70	Telephone conference with R. Tysoe (.6); telephone conference with B. Wafford, J. Mesterharm, D. Kurtz, C. Tempke and M. Weitz re real estate considerations and emergence framework (.8); telephone conference with Cushman, D. Kurtz, B. Wafford, C. Tempke, J. Mesterharm and M. Weitz re same (.7); telephone conference with A. Yenamandra re status (.6).
05/26/20	Seth Traxler, P.C.	0.10	Review questions re emergence framework and propco branding.
05/26/20	Aparna Yenamandra	1.10	Correspond re OpCo/PropCo considerations re RSA term sheet (.7); revise Stroock RSA (.4).
05/27/20	Rebecca Blake Chaikin	0.50	Telephone conference with Company, Lazard, K&E team, Alix re deal and matter status.
05/27/20	Josh Sussberg, P.C.	0.30	Telephone conference with potential bidder re interest.
05/27/20	Gregory Tsonis	4.70	Review and analyze documents re Kurtz declaration (3.0); draft same (1.7).
05/27/20	Aparna Yenamandra	0.60	Attend standing planning telephone conference.

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05/28/20	Marc Anthony Lipscomb	7.40	Review and revise non-disclosure agreements (3.9); correspond with S. Toth re same (.2); correspond with M. Kalka re non-disclosure agreement negotiations (1.3); draft and revise summary re non-disclosure agreement negotiations (2.0).
05/28/20	Claudia Ray	0.50	Review and analyze additional information re possible intercompany claims (.1); correspond with L. Schweitzer re results of trademark research and possible next steps re same (.4).
05/29/20	Rebecca Blake Chaikin	0.20	Telephone conference with Company, Lazard, K&E, Alix re deal and matter status.
05/29/20	Josh Sussberg, P.C.	0.80	Update telephone conference with management, Lazard and Alix (.5); telephone conference with D. Kurtz and G. Davis re potential bidder (.3).
05/29/20	Aparna Yenamandra	0.50	Telephone conference with M. Slade re work fee motion.
05/31/20	Chris Ceresa	0.90	Review and revise store closing procedures motion (.6); research precedent re same (.3).
05/31/20	Josh Sussberg, P.C.	0.30	Correspond re work fee motion.
06/01/20	Rebecca Blake Chaikin	0.80	Telephone conference with Company, K&E team, Lazard, Alix re deal negotiations and matter status (.3); telephone conference with K&E team, Lazard, Alix re emergence balance sheet (.5).
06/01/20	Aparna Yenamandra	0.50	Attend standing daily planning call.
06/01/20	Aparna Yenamandra	1.30	Telephone conference with Cooley re work fee motion (.4); correspond with J. Gordon, U.S. Trustee re same (.9).
06/01/20	Abbey Zuech	0.50	Coordinate and attend telephone conference with M. Kalka, W. Lawley, Alix and Lazard re data room process.
06/02/20	Sam Steinman	1.50	Review, analyze, and revise documentation and diligence re proposed transaction.
06/02/20	Steve Toth	0.80	Participate in telephone conference with A. Lavinier and T. Ryan re marketing process letter (.4); conference re marketing process letter with Lazard and K&E team (.4).
06/02/20	Samuel Zaretsky	6.00	Review Lease Review Term Sheet (2.5); review precedent OpCo / PropCo lease (3.5).

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06/03/20	Rebecca Blake Chaikin	0.30	Telephone conference with Company, K&E team, Lazard, Alix re deal negotiations and matter status.
06/03/20	Aisha P. Lavinier	1.80	Revise process letter and various correspondences re the same.
06/03/20	Sam Steinman	1.50	Review, analyze, and revise documentation and diligence re proposed transaction.
06/03/20	Aparna Yenamandra	0.50	Attend standing planning call.
06/04/20	Rebecca Blake Chaikin	0.60	Review market test process letter (.3); correspond with M. Kalka re non disclosure agreements (.3).
06/04/20	Aisha P. Lavinier	3.80	Revise process letter and various correspondences re same (2.8); attention to nondisclosure agreements and diligence process (1.0).
06/04/20	Adine Mitrani	0.40	Conference with K&E team re vendor agreements in DIP documents.
06/04/20	Tana Ryan, P.C.	1.00	Coordinate process letter and market test process.
06/04/20	Sam Steinman	5.30	Review, analyze, and revise documentation and diligence re proposed transaction.
06/05/20	Jenn Betts	2.00	Telephone conference with K&E team re real estate process (.5); correspond with K&E team re diligence process (1.5).
06/05/20	Julia R. Foster	0.30	Draft class 3 ballot.
06/05/20	Tana Ryan, P.C.	0.50	Status telephone conference with RE and corporate teams.
06/05/20	Sam Steinman	4.00	Review, analyze, and revise documentation and diligence re proposed transaction.
06/05/20	Josh Sussberg, P.C.	0.90	Correspond re bidder status and article (.3); correspond re bidder non disclosure agreement and next steps (.3); correspond re interest party non disclosure agreement (.3).
06/05/20	Aparna Yenamandra	0.60	Telephone conference with Lazard re market test and non disclosure agreement considerations.
06/06/20	Rebecca Blake Chaikin	2.20	Deal implementation coordination telephone conference with K&E team, Lazard, Alix (.9); telephone conference with J. Goldman re real estate workstreams re same (.4); draft action plan for same (.9).

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06/06/20	Aparna Yenamandra	1.10	Telephone conference with Company advisors re 1L strategy.
06/07/20	Margaret R. Alden	2.60	Review, analyze cash collateral order, DIP documents re go-forward advisor obligations re RSA, plan. confirmation (1.4); draft, revise internal memorandum re same (1.2).
06/07/20	Aisha P. Lavinier	2.20	Review and analyze illustrative emergence framework (2.0); attention to non disclosure agreement process (.2).
06/08/20	Margaret R. Alden	1.60	Draft, revise notice re RSA (.7); correspond with J. Gordon, K&E team, Lazard team re tabulation re same (.5); revise deal work in process (.4).
06/08/20	Rebecca Blake Chaikin	1.20	Deal implementation coordination telephone conference with K&E team, Lazard, Alix (.3); telephone conference with K&E team, Lazard, Alix, Milbank, Hilco re deal status (.5); revise master deal work in process (.4).
06/08/20	Lanchi Huynh	1.00	Review master deal work in process outline and timeline.
06/08/20	Aisha P. Lavinier	3.00	Conference with 1L advisors re information sharing; conference with JCP and K&E re the same (1.7); review and analyze related process (.3); revise warrant term sheet (1.0).
06/08/20	Carrie Therese Oppenheim	0.10	Compile precedent re RSA amendment notice.
06/08/20	Christopher Thomas, P.C.	0.40	Participate in telephone conferences with K&E team re potential transactions.
06/08/20	Lydia Yale	0.30	Draft a notice of filing amended plan support agreement.
06/08/20	Aparna Yenamandra	6.70	Attend standing telephone conference with Company (.5); telephone conference with Company advisors, 1L advisors re next steps (1.0); telephone conferences re principal non disclosure agreement (1.4); correspond with same re same (1.1); correspond with Alix re allocation (.6); correspond with Lazard, Milbank, K&E team re cleansing issues and protocol (2.1).
06/09/20	Margaret R. Alden	0.30	Revise notice of further executed RSA (.1); correspond with J. Gordon, Lazard re same (.2).
06/09/20	Key Hemyari	0.10	Review advisor non disclosure agreement.

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06/09/20	Aisha P. Lavinier	2.20	Attend conferences re diligence process and information sharing with JCP and K&E team and advisors and review and analyze confidentiality arrangements with various potential buyers (1.7); conference re antitrust matters (.5).
06/09/20	John Phelan	0.90	Review and revise non-disclosure agreements.
06/09/20	Jonathan A. Schechter, P.C.	0.50	Telephone conference with K&E team re business plan.
06/10/20	Rebecca Blake Chaikin	0.50	Deal implementation coordination telephone conference with K&E team, Lazard, Alix.
06/10/20	Josh Sussberg, P.C.	1.70	Telephone conference with counterparty re non-disclosure agreement (.3); telephone conference with D. Kurtz re same (.5); correspond with K&E team re non-disclosure agreement (.3); telephone conference with A. Yenamandra re status (.6).
06/10/20	Aparna Yenamandra	4.00	Telephone conferences re non disclosure agreement and antitrust issues (3.1); correspond with same re same (.9).
06/11/20	Matthew Antinossi	1.00	Review and revise PBGC proposed language to disclosure statement and plan of reorganization (.9); correspond with A. Yenamandra re same (.1).
06/11/20	Lucas W. Brown	1.20	Research and analyze precedent re plan (.7); draft summary re same (.3); correspond with K&E team re same (.2).
06/11/20	Tess Elizabeth Dennis	0.60	Compile executed non disclosure agreements (.2); update non disclosure agreement tracker (.4).
06/11/20	Walter S. Holzer, P.C.	0.50	Review non disclosure agreement counterparty materials.
06/11/20	Josh Sussberg, P.C.	0.20	Attend telephone conference with A. Yenamandra re non disclosure agreement.
06/11/20	Josh Sussberg, P.C.	0.70	Correspond with K&E team re non disclosure agreement for lenders (.3); attend telephone conference with Gordon Caplan re same (.4).
06/11/20	Aparna Yenamandra	3.00	Telephone conference re allocation considerations under RSA (.6); telephone conference re cleansing (.7); telephone conferences with Company, K&E team, Alix team re store closing sale delays (1.7).

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06/11/20	Aparna Yenamandra	1.90	Telephone conferences re finalizing non disclosure agreement with 1Ls, K&E team.
06/11/20	Aparna Yenamandra	4.80	Attend standing call with management (.5); telephone conferences re non disclosure agreement and antitrust issues (3.4); correspond with same re same (.9).
06/12/20	Margaret R. Alden	0.80	Correspond with Alix, K&E team re DIP deadlines, consummation (.3); draft, revise internal memorandum re same (.5).
06/12/20	Rebecca Blake Chaikin	0.30	Deal implementation coordination telephone conference with K&E team, Lazard, Alix.
06/12/20	John Thomas Goldman	1.00	Correspond with K&E team re delivery of real estate milestones (.4); telephone conferences with same re same (.6).
06/12/20	John Phelan	1.10	Review and revise non-disclosure agreements.
06/12/20	Josh Sussberg, P.C.	1.20	Correspond re non disclosure agreements and related issues (.3); telephone conference with H2, Brigade and Milbank re same (.3); telephone conference with G. Kaplan re same (.3); telephone conference with M. Okin re ad hoc equity committee (.3).
06/12/20	Aparna Yenamandra	2.80	Telephone conference re allocation methodology (.4); telephone conferences with 1L advisors, Company advisors re finalizing non disclosure agreement and next steps (2.4).
06/13/20	Margaret R. Alden	0.20	Revise deal deliverables timeline (.1); correspond with J. Gordon, R. Chaikin re same (.1).
06/14/20	Margaret R. Alden	0.30	Correspond with K&E teams re deal deliverables.
06/14/20	Walter S. Holzer, P.C.	0.50	Review master deal work in process.
06/14/20	Jonathan A. Schechter, P.C.	0.50	Correspond re milestones and master deal work in process.
06/14/20	Aparna Yenamandra	1.90	Correspond with 1L advisors re cleansing issues.



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Restruct. Trans/DS/Plan Conf./Emergence

Invoice Number: 1050032371  
Matter Number: 47223-5

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/20	Margaret R. Alden	2.60	Review, analyze milestone documents, docket re milestones, deal deliverables (.4); correspond with J. Gordon re same (.1); correspond with C. Ceresa, M. Schroth, R. Chaikin re same (.4); review, analyze real estate documents re same (.2); draft, revise internal memorandum re deal document deliverables (1.1); correspond with K&E restructuring team re same (.4).
06/15/20	Rebecca Blake Chaikin	0.80	Deal implementation coordination telephone conference with K&E team, Lazard, Alix (.2); correspond with K&E team re same (.6).
06/15/20	Aisha P. Lavinier	2.50	Analyze diligence materials and confidentiality arrangements and various conferences re diligence materials.
06/15/20	Christopher Marcus, P.C.	0.50	Telephone conference re planning.
06/15/20	John Phelan	5.10	Review and revise non-disclosure agreements.
06/15/20	Josh Sussberg, P.C.	0.30	Correspond with K&E team re non-disclosure agreement issues.
06/15/20	Aparna Yenamandra	3.50	Attend standing telephone conference with Company (.5); correspond with K&E team, Company, third parties re non disclosure agreements (1.9); telephone conference with Lazard re same (.4); review Joele Frank communication materials (.7).
06/15/20	Aparna Yenamandra	2.00	Telephone conference with Company, advisors and UCC advisors re RE call (.8); telephone conference with same re plan issues (1.2).
06/16/20	Margaret R. Alden	0.50	Revise internal memorandum re deal deliverables, milestones (.4); correspond with J. Gordon, R. Chaikin re same (.1).
06/16/20	Aisha P. Lavinier	0.80	Attention to diligence related matters.
06/16/20	John Phelan	2.10	Review and revise non-disclosure agreements.
06/16/20	Aparna Yenamandra	1.50	Correspond with K&E team re non disclosure agreement issues (.9); correspond with Alix team re allocation methodology milestone (.6).
06/17/20	Margaret R. Alden	0.20	Correspond with L. Brown, J. Baranowski re deal deliverables, milestones.
06/17/20	Rebecca Blake Chaikin	1.20	Deal implementation coordination telephone conference with K&E team, Lazard, Alix (.4); correspond with K&E team re same (.8).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Restruct. Trans/DS/Plan Conf./Emergence

Invoice Number: 1050032371  
Matter Number: 47223-5

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	John Phelan	0.90	Review and revise non-disclosure agreements.
06/17/20	Aparna Yenamandra	0.50	Attend standing Company telephone conference.
06/17/20	Aparna Yenamandra	0.60	Telephone conference with Alix team re allocation methodology.
06/18/20	Margaret R. Alden	0.60	Telephone conference with L. Brown re milestones (.1); correspond with K&E team re same (.2); review, analyze DIP waiver documents re same (.2); correspond with J. Baranowski re same (.1).
06/18/20	Julia R. Foster	2.00	Draft disclosure statement motion.
06/18/20	Aisha P. Lavinier	1.30	Attention to REIT spinoff, including general documentation and various conferences re general transaction.
06/18/20	John Phelan	0.70	Review and revise non-disclosure agreements.
06/18/20	Tana Ryan, P.C.	1.00	Telephone conference with Milbank re deal and follow up re same.
06/18/20	Josh Sussberg, P.C.	2.10	Correspond with K&E team re status (.6); attend board call (.7); correspond with ad hoc equity committee and UCC members re non-disclosure agreement issues (.8).
06/19/20	Jake William Gordon	0.20	Review, revise plan of reorganization.
06/19/20	John Phelan	1.20	Review and revise non-disclosure agreements.
06/19/20	Tana Ryan, P.C.	1.00	Telephone conference with K&E team re deal status and follow up on next steps.
06/19/20	Matthew A. Schroth	2.00	Analyze credit agreement and restructuring support agreement.
06/19/20	Josh Sussberg, P.C.	1.40	Telephone conferences and correspond re bidder non disclosure agreement (.4); correspond re Simon and Brookfield non disclosure agreement and telephone conference with D. Kurtz re same (.5); correspond re lease issues (.2); telephone conference with T. Ryan re status (.3).
06/19/20	Aparna Yenamandra	3.70	Telephone conference with Alix team re allocation methodology (.9); telephone conference with D. Kurtz re non disclosure agreement issues (.7); correspond with advisors, third parties re same (1.2); telephone conference with Milbank to resolve (.9).
06/21/20	Tess Elizabeth Dennis	3.00	Review and revise disclosure statement.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
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Invoice Number: 1050032371  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/21/20	Walter S. Holzer, P.C.	0.50	Correspond with K&E team re Opco/Popco process (.3); review updated key dates related to same (.2).
06/22/20	Margaret R. Alden	0.90	Telephone conference with J. Baranowski re deal deliverables timeline (.1); correspond with J. Gordon re same (.5); draft, revise internal memorandum re upcoming deadlines (.2); correspond with R. Chaikin re same (.1).
06/22/20	Jenn Betts	1.00	Draft Opco/Propco checklist.
06/22/20	Rebecca Blake Chaikin	0.30	Deal implementation coordination telephone conference with K&E team, Lazard, Alix.
06/22/20	Julia R. Foster	0.50	Research precedent re Sears plan supplements (.3); research precedent re exit financing checklists (.2).
06/22/20	Walter S. Holzer, P.C.	0.50	Attend telephone conference re Opco/Propco structure (.3); review materials re same (.2).
06/22/20	Tana Ryan, P.C.	1.50	Telephone conference re opco/propco process (.7); follow up on prepping checklist for same (.8).
06/22/20	Josh Sussberg, P.C.	1.40	Update call with management (.5); review OpCo/PropCo structure (.4); correspond with K&E team re NDA (.5).
06/22/20	Christopher Thomas, P.C.	0.50	Participate in telephone conference with K&E team re transaction and structuring matters.
06/22/20	Steve Toth	1.00	Discuss REIT structure and process with K&E team (.6); review related REIT materials and correspondence (.4).
06/22/20	Aparna Yenamandra	0.50	Telephone conference with K&E team re Opco/PropCo considerations.
06/23/20	Margaret R. Alden	0.30	Correspond with K&E team re plan deliverables.
06/23/20	Rebecca Blake Chaikin	1.80	Telephone conference with K&E team re deal implementation and strategy (1.0); correspond with same re same (.8).
06/23/20	Aisha P. Lavinier	4.20	Revise and review REIT spinoff checklist and various conferences re the same (2.7); attend conference re 1L property selection and lease term sheets (1.5).
06/23/20	Tana Ryan, P.C.	1.00	Telephone conference with H2 re transaction process and follow up re same.
06/23/20	Matthew A. Schroth	1.00	Attend telephone conference with K&E team re REIT propco.

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Invoice Number: 1050032371  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Christopher Thomas, P.C.	1.00	Participate in telephone conference with various parties and advisors re potential Propco-Opco structure and related issues.
06/23/20	Steve Toth	0.50	Participate in all hands telephone conference re REIT structure and process.
06/23/20	Aparna Yenamandra	1.20	Telephone conference with H2 and key advisors re next steps (.8); correspond with K&E team re checklist re same (.4).
06/23/20	Samuel Zaretsky	0.50	Attend telephone conference with creditor re REIT term sheet.
06/24/20	Margaret R. Alden	1.00	Revise internal memorandum re go-forward deliverables, deal, emergence (.4); correspond with R. Chaikin re same (.3); correspond with Alix, Lazard, K&E team, B. Riley, C&W, Jackson Walker re same (.3).
06/24/20	Rebecca Blake Chaikin	0.20	Deal implementation coordination telephone conference with K&E team, Lazard, Alix.
06/24/20	John Thomas Goldman	3.00	Review and correspond with K&E team re REIT Master Lease and term sheets.
06/24/20	Melissa D. Kalka	0.20	Correspond with T. Dennis re disclosure statement.
06/24/20	Aisha P. Lavinier	3.90	Review and revise REIT spinoff checklist and conferences re same (3.4); review and analyze deal work in process tracking document and RSA (.5).
06/24/20	Matthew A. Schroth	1.00	Attend telephone conference with J. Goldman re REIT.
06/24/20	Josh Sussberg, P.C.	1.20	Telephone conference with management and advisors re status (.4); correspond with same re next steps on OpCo/PropCo (.2); correspond with K&E team re bidder information (.2); telephone conference with T. Lauria re HQ (.1); telephone conference with B. Wafford re same (.2); correspond with T. Lauria re same (.1).
06/24/20	Steve Toth	0.60	Analyze draft corporate and REIT checklist and prepare related correspondence.
06/24/20	Aparna Yenamandra	0.90	Attend standing telephone conference re case update (.5); telephone conference with B. Treadway re same (.4).

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J.C. Penney Company, Inc.  
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Invoice Number: 1050032371  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Samuel Zaretsky	10.50	Review and analyze master lease term sheet against Seritage (9.6); correspond with J. Goldman, M. Schroth, S. Tomlinson and T. Krause re scope of review (.9).
06/25/20	Talia Krause	1.00	Conference with S. Zaretsky and S. Tomlinson re the Master Lease term sheet.
06/25/20	Aisha P. Lavinier	2.80	Draft REIT spin-off checklist and various conferences re same (1.8); evaluate clean room queries and due diligence matters, including blowout process (1.0).
06/25/20	Will Lawley	1.00	Review and revise structuring checklist.
06/25/20	Thomas P. O'Connor	0.20	Review deal team correspondence.
06/25/20	Matthew A. Schroth	1.00	Attend telephone conference with K&E team re REIT master lease term sheet.
06/25/20	Josh Sussberg, P.C.	0.60	Correspond re Beall ownership and removal (.2); correspond with K&E team re OpCo/PropCo next steps (.2); correspond with K&E team re milestones and lenders status (.2).
06/25/20	Samuel Zaretsky	14.00	Review and revise master lease comparison against Seritage (13.5); attend telephone conference with S. Tomlinson, J. Goldman, A. Van Noord re same (.5).
06/26/20	Margaret R. Alden	0.40	Revise internal memorandum re deal deliverables (.2); correspond with Company, advisors re same (.2).
06/26/20	Rebecca Blake Chaikin	0.50	Deal implementation coordination telephone conference with K&E team, Lazard, Alix.
06/26/20	John Thomas Goldman	2.00	Review Owned Property plan proposed/approved by 1Ls.
06/26/20	Walter S. Holzer, P.C.	0.80	Review Opco/Propco checklist and lease terms (.4); review optimization strategy (.4).
06/26/20	Sophia Hudson, P.C.	0.50	Telephone conference re opco/propco work stream.
06/26/20	Melissa D. Kalka	2.00	Review and comment on RSA (1.0); research and review precedent for similar RSAs (1.0).
06/26/20	Talia Krause	1.00	Attend telephone conference with J. Goldman, S. Tomlinson re term sheet.
06/26/20	Aisha P. Lavinier	2.80	Attend conference re process for REIT to be publicly traded (.6); review and revise checklists and coordinate re conferences with various parties re same (2.2).

Legal Services for the Period Ending June 30, 2020  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/20	Steve Toth	0.90	Participate in weekly telephone conference with K&E teams (.5); discuss public Company requirements with K&E team (.4).
06/26/20	Aparna Yenamandra	0.50	Attend standing planning call.
06/26/20	Samuel Zaretsky	6.10	Review and revise master lease term sheet (5.2); correspond with S. Tomlinson re same (.5); review comments to same with T. Krause (.4).
06/27/20	Melissa D. Kalka	3.00	Review and comment on RSA.
06/27/20	Aisha P. Lavinier	1.20	Revise OpCo and PropCo and REIT spinoff checklist (.8); coordinate conferences re transaction process and various conferences re same (.4).
06/27/20	Josh Sussberg, P.C.	0.50	Correspond with K&E team re OpCo/PropCo and next steps (.2); telephone conference with interested party re same (.2); correspond with K&E team re same (.1).
06/28/20	Margaret R. Alden	0.40	Revise internal memorandum re deal deliverables (.2); correspond with Company, advisors re same (.2).
06/28/20	Rebecca Blake Chaikin	0.30	Review master deal work in process.
06/28/20	Jake William Gordon	0.70	Telephone conference re tax consequences of opco/propco.
06/28/20	Melissa D. Kalka	3.00	Review and comment on RSA.
06/28/20	Talia Krause	1.00	Attend conference with S. Tomlinson, M. Schroth and S. Zaretsky re Master Lease term.
06/28/20	Aisha P. Lavinier	1.30	Correspond with K&E team re transaction process and prepare transaction checklist.
06/28/20	John Phelan	2.10	Review and revise disclosure statement.
06/28/20	Steve Toth	0.60	Participate in all advisors telephone conference re valuation and related tax considerations.
06/28/20	Samuel Zaretsky	6.50	Attend telephone conference with M. Schroth and T. Krause re status of master lease term sheet (.7); attend telephone conference with M. Schroth, T. Krause and S. Tomlinson re scope of framework for termination and operational rights of master lease (.5); prepare draft of framework (4.5); correspond with M. Schroth and T. Krause re same (.8).
06/29/20	Rebecca Blake Chaikin	0.10	Deal implementation coordination telephone conference with K&E team, Lazard, Alix.

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Restruc. Trans/DS/Plan Conf./Emergence

Invoice Number: 1050032371  
 Matter Number: 47223-5

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/20	Tess Elizabeth Dennis	1.30	Review and revise disclosure statement (.7); correspond with K&E team re same (.3); review and analyze disclosure prohibitions in non disclosure agreements (.3).
06/29/20	Jake William Gordon	1.50	Revise plan of reorganization.
06/29/20	Aisha P. Lavinier	4.00	Attend conferences re REIT spinoff and M&A process with Lazard, Company, K&E teams and Milbank, H2, DB and prepare for the same (2.5); review and analyze lease optimization plan and related documents (1.5).
06/29/20	John Phelan	2.90	Review and revise disclosure statement.
06/29/20	Steve Toth	1.10	Participate in telephone conference with Lazard and K&E team re transaction checklist and related considerations (.5); participate in telephone conference with Lazard, H2 and advisors, Milbank and K&E team re transaction checklist (.6).
06/29/20	Aparna Yenamandra	0.50	Attend standing planning call.
06/29/20	Aparna Yenamandra	0.70	Correspond re plan and disclosure statement timing.
06/30/20	Jake William Gordon	0.60	Review disclosure statement.
06/30/20	Aisha P. Lavinier	2.00	Review and analyze and attend various conferences re lease optimization and real estate property selection.
06/30/20	John Phelan	3.80	Review and revise disclosure statement.
06/30/20	Aparna Yenamandra	0.70	Correspond re business plan parameters.
<b>Total</b>		<b>419.00</b>	



**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032372**

**Client Matter: 47223-6**

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**In the Matter of Owned Property Sales and Dispositions**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 1,498,524.00

Total legal services rendered

\$ 1,498,524.00

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Owned Property Sales and Dispositions

Invoice Number: 1050032372  
Matter Number: 47223-6

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
April B. Abrams	67.60	460.00	31,096.00
Margaret R. Alden	0.70	610.00	427.00
Kevin S. Beckoff	9.00	740.00	6,660.00
Mike Beinus, P.C.	0.60	1,745.00	1,047.00
Scott A. Berger, P.C.	5.30	1,595.00	8,453.50
Curt E. Bersche	2.80	375.00	1,050.00
Allison Biolsi	1.00	275.00	275.00
Andres Cantero Jr.	66.20	845.00	55,939.00
Chris Ceresa	15.40	610.00	9,394.00
Rebecca Blake Chaikin	5.90	1,085.00	6,401.50
Jacob R. Clark	4.90	965.00	4,728.50
Lizbeth Cordova	149.50	610.00	91,195.00
Ian Craig	46.80	1,135.00	53,118.00
Tess Elizabeth Dennis	10.90	610.00	6,649.00
Allyson N. Dillon	40.40	610.00	24,644.00
Justin C. Elliott	162.00	1,195.00	193,590.00
Josh Fintel	11.60	740.00	8,584.00
Jake Flood	9.30	740.00	6,882.00
Julia R. Foster	5.70	340.00	1,938.00
John Thomas Goldman	124.20	1,195.00	148,419.00
Vanessa Gomez	23.20	740.00	17,168.00
Jake William Gordon	4.10	845.00	3,464.50
Jason Niels Grover	2.50	610.00	1,525.00
Sara Handibode	7.80	445.00	3,471.00
Melissa D. Kalka	12.00	1,165.00	13,980.00
Sohil Khurana	60.50	740.00	44,770.00
Talia Krause	116.30	610.00	70,943.00
Aisha P. Lavinier	14.20	1,135.00	16,117.00
Will Lawley	51.10	845.00	43,179.50
David P. Liebowitz	41.90	445.00	18,645.50
Mark Steven Lipschultz	47.50	845.00	40,137.50
Marc Anthony Lipscomb	1.20	1,135.00	1,362.00

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Owned Property Sales and Dispositions

Invoice Number: 1050032372  
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<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike Lowes	19.10	845.00	16,139.50
Christopher Mahoney	71.90	610.00	43,859.00
Joshua Merrill	8.60	1,085.00	9,331.00
Puja Narain	5.30	610.00	3,233.00
Tyler E. Neal	10.60	740.00	7,844.00
Thomas P. O'Connor	2.00	1,035.00	2,070.00
Tarah Lorraine Perkins	7.00	610.00	4,270.00
Callie Jones Poorman	20.70	845.00	17,491.50
Prentis Robinson	4.00	610.00	2,440.00
Katie Roddy	42.60	1,085.00	46,221.00
Lauren E. Roman	20.80	740.00	15,392.00
Alexander Romano	3.50	610.00	2,135.00
Laurie Ruxton	16.00	445.00	7,120.00
Tana Ryan, P.C.	4.30	1,395.00	5,998.50
Jonathan A. Schechter, P.C.	12.60	1,525.00	19,215.00
Matthew A. Schroth	68.80	740.00	50,912.00
Jennifer Sheehan	2.80	1,275.00	3,570.00
Christina Soriano	20.30	460.00	9,338.00
Conrad Steele	2.70	1,085.00	2,929.50
Sam Steinman	58.20	965.00	56,163.00
Al Stemp, P.C.	1.00	1,415.00	1,415.00
Michael D. Thorpe	0.90	1,165.00	1,048.50
Steve Toth	1.60	1,295.00	2,072.00
Seth Traxler, P.C.	0.20	1,495.00	299.00
Andrew R. Van Noord, P.C.	23.60	1,395.00	32,922.00
Lydia Yale	0.80	275.00	220.00
Aparna Yenamandra	2.60	1,165.00	3,029.00
Nancy Zambrana	39.70	845.00	33,546.50
Samuel Zaretsky	17.60	845.00	14,872.00
Eric Zhi	34.70	740.00	25,678.00
Victoria M. Zhou	112.90	1,085.00	122,496.50
<b>TOTALS</b>	<b>1,759.50</b>		<b>\$ 1,498,524.00</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Owned Property Sales and Dispositions

Invoice Number: 1050032372  
Matter Number: 47223-6

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/17/20	Allyson N. Dillon	0.20	Revise real property review closing checklist.
05/17/20	Aisha P. Lavinier	0.80	Coordinate re general sale process and review related materials for timeline and milestones.
05/17/20	Will Lawley	0.50	Review correspondence with investor re Lucernex contents against request list to ascertain coverage (.3); review bidder request list against prior diligence tracker re priority items (.2).
05/18/20	April B. Abrams	6.50	Review data site indexes (1.0), search for files on data site (1.4); download survey, title and environmental reports (.9); upload documents to internal data base (.6); populate excel spread sheet with documents uploaded (2.6).
05/18/20	John Thomas Goldman	2.50	Telephone conferences to coordinate asset sale and valuation process (1.5); review draft PSA form (1.0).
05/18/20	Melissa D. Kalka	0.50	Review and comment on non-disclosure agreement tracker (.2); correspond with Lazard re same (.3).
05/18/20	Sohil Khurana	2.50	Review and analyze title, survey and environmental documents re each store (1.8); pull relevant title and survey documents and inventory in document management system (.7).
05/18/20	Aisha P. Lavinier	2.00	Conference with S. Toth, T. Ryan re non-disclosure agreements (.5); prepare draft of form non-disclosure agreement for sale process (1.5).
05/18/20	Christopher Mahoney	1.50	Review and organize title, survey and environmental reports.
05/18/20	Sam Steinman	3.30	Review, analyze and comment upon documentation and diligence re proposed transaction.
05/19/20	April B. Abrams	5.00	Review data site indexes (.6); search for files on data site (1.3); download survey, title and environmental reports (.7); upload documents to internal data base (.4); populate excel spread sheet with documents uploaded (2.0).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Owned Property Sales and Dispositions

Invoice Number: 1050032372  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/19/20	Tess Elizabeth Dennis	4.00	Draft real estate milestone dates and plans presentation (3.5); update non-disclosure agreement tracker (.5).
05/19/20	Aisha P. Lavinier	2.20	Draft non-disclosure agreement for bidders.
05/19/20	Christopher Mahoney	2.30	Review and organize title, survey and environmental reports.
05/19/20	Laurie Ruxton	1.00	Correspond with A. Dillon re assignment (.2); work on review data site documentation re real estate title, surveys, environmental reports (.8).
05/19/20	Sam Steinman	4.00	Review, analyze, and comment upon documentation and diligence re proposed transaction.
05/20/20	Tess Elizabeth Dennis	5.50	Update, review and revise real estate milestones and plans deck (2.0); review and analyze executed non-disclosure agreements for prohibitions re disclosing party identity and expiration dates (2.0); update non-disclosure agreement tracker re same (1.0); review signature page tracker and signature pages (.5).
05/20/20	John Thomas Goldman	2.50	Review asset sale issues (1.5); telephone conference with K&E team re same (1.0).
05/20/20	Sohil Khurana	0.90	Populate data room with real estate diligence items.
05/20/20	Aisha P. Lavinier	1.60	Analyze standstill provisions for bidder non-disclosure agreements and draft non-disclosure agreement form (1.2); conferences with S. Toth and M. Kalka re same (.4).
05/20/20	Tyler E. Neal	1.50	Review and analyze leases.
05/20/20	Lauren E. Roman	0.80	Prepare for and review real estate diligence materials.
05/20/20	Nancy Zambrana	0.30	Correspond with K&E team re real estate diligence.
05/20/20	Victoria M. Zhou	3.80	Review diligence instruction from L. Cordova (.3); review data room (.5); review document index for assignment properties and identify relevant documents to be reviewed (2.5); participate in telephone conference with paralegal re organizing and printing documents to be reviewed (.5).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Owned Property Sales and Dispositions

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	April B. Abrams	7.00	Review data site indexes, search for files on data site, download survey, title and environmental reports and upload documents to DMS and populate excel spread sheet with documents uploaded.
05/21/20	Lizbeth Cordova	4.20	Organize real estate due diligence (2.0); review real estate due diligence documents (2.2).
05/21/20	Ian Craig	1.80	Correspond re landlord term sheets (1.0); correspond re diligence matters (.6); review, analyze lease summary (.2).
05/21/20	Tess Elizabeth Dennis	0.60	Review signature pages and update signature page tracker re same (.3); update non-disclosure agreement tracker (.3).
05/21/20	David P. Liebowitz	2.60	Review, locate properties (.4); download and review indexes (1.0); download, review title, survey and environmental reports (.8); revise tracker (.4).
05/21/20	Laurie Ruxton	1.00	Review diligence re existing title, survey documentation.
05/22/20	April B. Abrams	5.00	Review, analyze data site indexes (.4); search for files on data site (.6); download survey, title and environmental reports (1.1); upload documents to internal data site (.7); populate excel spread sheet with documents uploaded (2.2).
05/22/20	Callie Jones Poorman	6.00	Review owned property operating agreements.
05/22/20	Lauren E. Roman	4.10	Review and summarize real estate diligence materials.
05/22/20	Sam Steinman	3.80	Review, analyze and comment on documentation and diligence re proposed transaction.
05/23/20	Kevin S. Beckoff	1.00	Review real property ground leases and reciprocal easement agreements (.6); update summary chart re same (.4).
05/23/20	Jacob R. Clark	1.90	Draft issue and response list re real estate issues.
05/23/20	Sohil Khurana	2.40	Review, analyze diligence materials re Company's ground leased and owned properties (.9); chart and summarize diligence findings (1.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/23/20	Sohil Khurana	0.60	Prepare for and participate in telephone conference with L. Cordova re operating covenant analysis per review of Company's ground leases (.3); prepare for and participate in additional telephone conference re analysis of tenant prohibited uses restrictions in leases (.3).
05/23/20	Sohil Khurana	3.00	Review and analyze leases and other related diligence materials re Company's owned and ground leased properties (2.0); chart and summarize diligence findings (1.0).
05/23/20	Sohil Khurana	1.30	Review and analyze title, survey, zoning and environmental documents per Company's real property (.7); inventory relevant title reports and surveys (.6).
05/23/20	Will Lawley	3.30	Perform third party lease diligence.
05/23/20	Mark Steven Lipschultz	4.50	Review documents re four ground lease sites including ground leases, real estate assets, and other relevant materials (2.7); complete chart re research (1.8).
05/23/20	Mike Lowes	6.20	Review and summarize real estate leases.
05/23/20	Tyler E. Neal	0.80	Compile and organize agreements.
05/23/20	Katie Roddy	1.50	Review and analyze real estate assets and related documents re owned real property (1.0); draft summary chart re same (.5).
05/23/20	Lauren E. Roman	1.90	Review real estate diligence materials (1.0); summarize same (.9).
05/23/20	Alexander Romano	2.90	Review and analyze terms of lease agreements and lease-related documents (1.7); draft summary chart re same (1.2).
05/23/20	Matthew A. Schroth	3.00	Review due diligence materials.
05/23/20	Nancy Zambrana	4.50	Review real estate due diligence documents (3.5); draft summary chart re same (1.0).
05/23/20	Nancy Zambrana	0.20	Correspond with K&E team re real estate diligence.
05/23/20	Samuel Zaretsky	9.00	Review and analyze Company leases (3.9); draft summary re same (3.9); correspond with K&E team re same (1.2).
05/23/20	Victoria M. Zhou	9.00	Review REAs (3.9); summarize material provisions re same (3.9); correspond with K&E team re same (1.2).



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05/24/20	April B. Abrams	2.50	Review indexes re title and survey documents (1.5); draft excel spreadsheet re same (1.0).
05/24/20	Kevin S. Beckoff	4.00	Review real property ground leases (2.5); draft summary chart re same (1.5).
05/24/20	Kevin S. Beckoff	4.00	Review real property reciprocal easement agreements (2.8); draft summary chart re same (1.2).
05/24/20	Jacob R. Clark	1.80	Draft issue and response list re real estate issues (1.6); correspond with J. Goldman re same (.2).
05/24/20	Ian Craig	4.00	Correspond re landlord term sheets (.2); correspond re credit agreement (.8); review credit agreement (3.0).
05/24/20	Allyson N. Dillon	1.00	Review existing property diligence documents (.5); organize same (.5).
05/24/20	Talia Krause	3.80	Coordinate due diligence of Company's owned and lease properties.
05/24/20	Will Lawley	1.80	Review third party lease diligence.
05/24/20	Mark Steven Lipschultz	5.00	Review documents re four ground lease sites including ground leases, REAs, and other relevant materials (3.9); complete chart re research (1.1).
05/24/20	Mike Lowes	2.70	Review real estate leases (1.7); draft summary re same (1.0).
05/24/20	Lauren E. Roman	4.20	Review real estate diligence materials (3.0); draft summary re same (1.2).
05/25/20	Lizbeth Cordova	7.00	Organize real estate due diligence review (2.0); review existing property documents (3.5); prepare summary re same (1.5).
05/25/20	Ian Craig	3.30	Review and revise credit agreement (1.8); correspond re same (.6); correspond re lease and REA review (.9).
05/25/20	Allyson N. Dillon	5.00	Review existing property diligence documents (2.5); organize same (2.5).

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05/25/20	Josh Fintel	11.00	Review and organize ground lease documentation re eight facilities re financing restrictions, use restrictions, lender protections, and landlord termination rights (3.9); correspond with J. Goldman and T. Krause re use restrictions related to shopping center association documentation (.3); draft ground lease summary chart re financing restrictions, use restrictions, and lender protections re eight ground leased sites (3.9); revise same (2.9).
05/25/20	John Thomas Goldman	3.50	Review ordinary course real estate operations (.7); correspond re same (.3); telephone conference re work stream status and next steps (.5); coordinate preparation of sale motions (1.0); review owned store diligence (1.0).
05/25/20	Talia Krause	8.00	Coordinate due diligence re Company's owned and lease properties (3.9); correspond with K&E team re same (3.7); compile documents re same (.4).
05/25/20	Will Lawley	3.50	Review diligence list from Katten (.3); review and analyze diligence on third party leases (3.2).
05/25/20	Mike Lowes	7.80	Review Company real estate leases (3.9); draft summary re same (3.9).
05/25/20	Tyler E. Neal	4.00	Review Company leases (2.1); draft summary re same (1.9).
05/25/20	Callie Jones Poorman	7.00	Review restrictive easement agreements for owned properties.
05/25/20	Lauren E. Roman	1.90	Organize real estate diligence documents.
05/25/20	Lauren E. Roman	6.10	Review real estate diligence materials (3.9); draft summary re same (2.2).
05/25/20	Laurie Ruxton	4.50	Correspond with A. Dillon re ongoing issues (1.3); review diligence re same (1.3); revise diligence chart (.5); review existing surveys, title policies (.7); organize and compile same (.7).
05/25/20	Aparna Yenamandra	0.90	Telephone conference with 1L advisors re real estate workstreams (.4); telephone conference with K&E team re same (.5).

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05/25/20	Aparna Yenamandra	1.10	Correspond with K&E team re bidder non-disclosure agreements (.4); correspond re blowout issues (.7).
05/25/20	Nancy Zambrana	3.60	Review real estate due diligence documents (2.1); prepare summary chart re same (1.5).
05/25/20	Samuel Zaretsky	5.00	Review Company leases (3.9); correspond with K&E team re same (1.1).
05/25/20	Eric Zhi	6.20	Review and analyze REAs and ground lease (3.9); draft summary re same (2.3).
05/25/20	Victoria M. Zhou	7.00	Review REA (3.9); draft summary re same (3.1).
05/26/20	April B. Abrams	4.80	Review diligence re survey, title and environmental reports (2.5); organize and compile same (1.0); draft excel spreadsheet re same (1.3).
05/26/20	Lizbeth Cordova	8.20	Review lease documents (3.9); draft summary re same (3.9); correspond with K&E team re same (.4).
05/26/20	Ian Craig	6.80	Correspond re lease review (.5); review and revise lease summary chart (3.9); review credit agreement (.4); correspond re same (.1); review checklists and background documentation re REIT-spin (1.9).
05/26/20	Allyson N. Dillon	4.40	Review existing property diligence documents (2.2); organize same (2.2).
05/26/20	Josh Fintel	0.60	Prepare ground lease summary chart re financing restrictions, use restrictions, and lender protections re three ground leased sites.
05/26/20	Jake Flood	5.00	Draft lease review chart (3.9); revise same (1.1).
05/26/20	John Thomas Goldman	4.00	Coordinate inbound requests for property sale information (1.0); attend real estate task force telephone conference (1.0); telephone conference with title Company re title search process and costs (.9); telephone conference re sale motions and open issues (1.1).
05/26/20	Melissa D. Kalka	0.50	Correspond with A. Lavinier re anti-trust review and diligence for third party process.
05/26/20	Sohil Khurana	1.50	Review and analyze owned real property diligence items (1.0); summarize and chart prohibited uses, financing restrictions and lender protections re same (.5).

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05/26/20	Talia Krause	6.50	Coordinate due diligence of Company's owned and lease properties (3.9); correspond with K&E team re same (2.6).
05/26/20	Aisha P. Lavinier	1.20	Review, analyze antitrust matters and related non-disclosure agreements (.9); review and analyze market test diligence process (.3).
05/26/20	Will Lawley	7.00	Perform third party lease diligence (3.9); review, analyze Katten diligence requests (1.3); review, analyze questions re competitively sensitive information with K&E, Lazard teams (1.8).
05/26/20	Mark Steven Lipschultz	0.50	Review matter correspondence (.3); compile documents re REA review (.2).
05/26/20	Mike Lowes	2.40	Review real estate leases (1.4); draft summary re same (1.0).
05/26/20	Christopher Mahoney	2.20	Review and organize title, survey and environmental reports.
05/26/20	Callie Jones Poorman	2.00	Review and analyze Company's owned properties re diligence.
05/26/20	Katie Roddy	8.50	Review and analyze REAs and related documents for Company's owned real property (3.9); draft summary chart re same (3.9); correspond with K&E team re same (.7).
05/26/20	Sam Steinman	5.50	Review, analyze documentation and diligence re proposed transaction (3.9); revise same (1.6).
05/26/20	Lydia Yale	0.80	Research re precedent sale motions.
05/26/20	Nancy Zambrana	0.20	Correspond with K&E team re real estate diligence.
05/26/20	Nancy Zambrana	6.50	Review real estate due diligence documents (3.5); prepare summary chart re same (3.0).
05/26/20	Eric Zhi	7.40	Review ground lease and REA documents (3.9); draft summary re same (3.5).
05/26/20	Victoria M. Zhou	5.00	Revise REA summaries (2.0); identify REA and other material documents for 10 sites (3.0).
05/27/20	Andres Cantero Jr.	0.70	Review REA documents for store #241.
05/27/20	Rebecca Blake Chaikin	0.20	Telephone conference with M. Schroth, L. Cordova re asset sale motion.
05/27/20	Ian Craig	5.00	Correspond re diligence matters (1.1); review and revise lease summaries (3.9).

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05/27/20	Allyson N. Dillon	5.20	Attend telephone conference with M Schroth re title policies for Company's owned stores and diligence work streams (1.0); review existing property diligence documents (2.1); organize existing property diligence documents (2.1).
05/27/20	Justin C. Elliott	1.20	Correspond with K&E team re matter (.4); review and analyze real property diligence (.3); draft summary chart re same (.5).
05/27/20	Julia R. Foster	1.40	Draft de minimis asset sale procedures motion (.5); draft sale motion (.9).
05/27/20	John Thomas Goldman	4.00	Review and discuss existing PSA questions and issues (2.0); review and discuss REA diligence (1.0); attend real estate task force telephone conference (1.0).
05/27/20	Melissa D. Kalka	1.20	Correspond with A. Lavinier re third party process (.2); prepare for telephone conference with Alix and Lazard re third party process (.1); attend same (.4); prepare for telephone conference with Lazard re competitively sensitive information in data room and process for disclosure (.1); attend same (.4).
05/27/20	Melissa D. Kalka	2.40	Review and revise non-disclosure agreements from third parties (.5); correspond with J. Merrill re same (.2); correspond with Lazard re non-disclosure agreements and non-disclosure agreement process (1.0); review and revise non-disclosure agreement tracker (.6); correspond with T. Dennis re same (.1).
05/27/20	Sohil Khurana	2.80	Review and analyze real property diligence materials (2.0); summarize and chart diligence findings (.5); prepare for telephone conference with L. Cordova re use restrictions in REAs (.1); participate in same (.2).
05/27/20	Sohil Khurana	2.50	Review and analyze real property diligence materials (1.5); chart and summarize same (1.0).
05/27/20	Talia Krause	4.70	Coordinate due diligence of owned and leased properties (3.9); correspond with K&E team re same (.8).

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05/27/20	Aisha P. Lavinier	3.70	Attend conference with Lazard, AlixPartners and K&E team re market test data room and diligence process (.6); attend conference with Lazard and K&E team re antitrust concerns (.7); prepare antitrust guidelines and correspondence re same (.8); correspond re clean team agreements and prepare same (.4); review and analyze diligence matrix and correspond with M. Thorpe and J. Baranowski re same (1.2).
05/27/20	Will Lawley	8.10	Attend telephone conferences re clean room protocols and competitively sensitive information (1.0); review and revise diligence tracker for Katten (.7); review, analyze third party lease diligence (3.9); draft summary re same (2.5).
05/27/20	Mark Steven Lipschultz	7.50	Review REAs and supplemental agreements for three properties (3.9); revise diligence chart re same (3.6).
05/27/20	Christopher Mahoney	4.30	Review title, survey and environmental reports (3.9); organize same (.4).
05/27/20	Joshua Merrill	1.50	Telephone conference with Lazard, Alix and K&E teams re data room and diligence requests (1.0); update non-disclosure agreement tracker (.5).
05/27/20	Callie Jones Poorman	2.20	Review and analyze owned property agreements.
05/27/20	Katie Roddy	1.50	Draft REA summary chart.
05/27/20	Tana Ryan, P.C.	0.80	Telephone conference re non-disclosure agreement matters (.5); follow up re same (.3).
05/27/20	Jonathan A. Schechter, P.C.	0.80	Review, analyze due diligence items and related correspondence.
05/27/20	Matthew A. Schroth	5.70	Draft asset sale motion (2.0); attend telephone conference re store liquidations (.3); attend telephone conference with real estate task force (.6); analyze due diligence review (1.8); revise lease term sheets (1.0).
05/27/20	Sam Steinman	9.80	Review, analyze documentation and diligence re proposed transaction (3.9); revise same (3.9); correspond with K&E team re same (2.0).

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05/27/20	Michael D. Thorpe	0.70	Telephone conference with Lazard and K&E team re prospective bidders.
05/27/20	Nancy Zambrana	0.30	Correspond with K&E team re real estate diligence.
05/27/20	Nancy Zambrana	4.80	Review real estate due diligence documents (2.8); draft summary chart re same (2.0).
05/27/20	Victoria M. Zhou	6.80	Telephone conference with B. Daniel re documents (.3); review REA related diligence materials (3.9); draft summary re same (2.6).
05/28/20	April B. Abrams	4.00	Review data indexes title survey and environmental reports (2.0); organize same (1.2); draft spreadsheet re same (.8).
05/28/20	Chris Ceresa	0.10	Telephone conference with M. Schroth re de minimis asset sales.
05/28/20	Lizbeth Cordova	7.00	Organize real estate due diligence (2.0); compile real estate due diligence charts (2.5); review and revise active purchase and sale contracts tracker (.5); draft de minimis sale motion (2.0).
05/28/20	Ian Craig	1.40	Correspond re real estate diligence matters (1.3); correspond re credit agreement (.1).
05/28/20	Tess Elizabeth Dennis	0.30	Update non-disclosure agreement tracker.
05/28/20	Allyson N. Dillon	7.90	Review property diligence documents (2.5); organize property diligence documents (2.5); revise term sheets to include option language (.5); review, analyze correspondence with title Company re questions on existing title commitments and issues accessing large file transfer (.4); compile property diligence document review (1.0); draft diligence request list (.5); review distribution center property documents (.5).
05/28/20	Justin C. Elliott	2.30	Correspond with K&E team (.3); review, analyze real property diligence (.7); draft summary chart re same (1.3).
05/28/20	John Thomas Goldman	4.50	Attend real estate task force telephone conference (2.0); telephone conferences re sale process and form optimization (1.0); coordinate inbound expressions of interest (.5); review and coordinate diligence (1.0).
05/28/20	Sohil Khurana	2.80	Review and analyze owned real property diligence materials (2.0); summarize and chart diligence findings (.8).



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05/28/20	Sohil Khurana	3.00	Review and analyze real property diligence materials (2.0); summarize diligence findings (1.0).
05/28/20	Christopher Mahoney	0.80	Review and organize title, survey and environmental reports.
05/28/20	Jonathan A. Schechter, P.C.	1.00	Review, analyze sales precedent materials.
05/28/20	Matthew A. Schroth	8.00	Analyze due diligence review (3.0); attend telephone conference with real estate task force (1.0); draft store sale motion (3.5); revise lease term sheets (.5).
05/28/20	Steve Toth	0.70	Analyze non-disclosure agreement (.5); correspond with M. Lipscomb (.2).
05/28/20	Eric Zhi	3.80	Review and revise ground lease abstract.
05/28/20	Victoria M. Zhou	7.50	Review and summarize REA documents.
05/29/20	Lizbeth Cordova	5.10	Organize real estate due diligence (2.0); compile real estate due diligence charts (1.3); draft de minimis sale motion (1.8).
05/29/20	Ian Craig	3.10	Review and revise credit agreement (2.2); correspond re same (.5); correspond re real estate diligence matters (.4).
05/29/20	Tess Elizabeth Dennis	0.50	Revise non-disclosure agreement tracker.
05/29/20	Allyson N. Dillon	1.00	Revise deal term sheets (.5); review distribution center property documents (.5).
05/29/20	Justin C. Elliott	2.40	Correspond with K&E team re diligence (.5); review and analyze real property diligence (.4); draft summary chart re same (1.5).
05/29/20	Julia R. Foster	0.30	Review and revise de minimis asset sale procedures motion (.2); review and revise sale motion (.1).
05/29/20	John Thomas Goldman	4.50	Telephone conference re headquarter property (.5); review issues related to headquarter foreclosure (1.1); correspond with K&E team re same (.4); review diligence process and summaries (.7); correspond with K&E team re same (.3); telephone conference with buyer's counsel for property under contract (.5); follow up re PSA properties (1.0).
05/29/20	Melissa D. Kalka	3.00	Review and revise non-disclosure agreements.
05/29/20	Sohil Khurana	3.00	Review and analyze owned real property diligence materials (2.0); summarize and chart relevant provisions re real property diligence (1.0).

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05/29/20	Aisha P. Lavinier	0.80	Review and analyze diligence matrix (.5); review, analyze diligence process (.3).
05/29/20	Mark Steven Lipschultz	4.00	Review REAs (2.9); revise diligence tracker (1.1).
05/29/20	Marc Anthony Lipscomb	1.20	Review and revise non-disclosure agreement (.9); correspond with M. Kalka re same (.3).
05/29/20	Joshua Merrill	4.90	Review and revise non-disclosure agreements with counterparties for M&A process (3.4); telephone conference with opposing counsel re same (.6); correspond with Company summarizing changes to non-disclosure agreements (.9).
05/29/20	Katie Roddy	2.00	Review and analyze REAs and related documents for owned real property (1.5); draft REA summary chart (.5).
05/29/20	Matthew A. Schroth	1.90	Attend telephone conference with landlord purchase and sale agreement (.5); attend telephone conference re store liquidation (.4); draft asset sale motion (.5); correspond with Company re purchase and sale agreement (.5).
05/29/20	Nancy Zambrana	0.20	Correspond with K&E team re real estate diligence.
05/29/20	Victoria M. Zhou	8.30	Correspond with L. Cordova re REA documents (.5); review same (3.9); summarize same (3.9).
05/30/20	Allyson N. Dillon	0.20	Review, analyze correspondence re deal term sheets.
05/30/20	Justin C. Elliott	1.40	Review and analyze real property diligence (.8); draft summary chart re same (.6).
05/30/20	John Thomas Goldman	1.00	Review REA diligence (.7); correspond with K&E team re same (.3).
05/30/20	Melissa D. Kalka	3.20	Review and revise non-disclosure agreements with third parties (1.4); correspond with Lazard re non-disclosure agreements (.6); correspond with J. Merrill re non-disclosure agreements (.7); review previously non-disclosure agreements to determine data room access (.5).
05/30/20	Sohil Khurana	3.00	Review and analyze owned real property diligence materials (2.0); summarize and chart relevant provisions re such real property diligence (1.0).

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05/30/20	Talia Krause	0.20	Coordinate due diligence of owned and lease properties.
05/30/20	Aisha P. Lavinier	0.80	Correspond with K&E team, G. Schlicht and J. Baranowski re non-disclosure agreements and diligence process, including review, analyze anti-trust matters.
05/30/20	Mark Steven Lipschultz	1.50	Review REA (1.1); revise chart re same (.4).
05/30/20	Joshua Merrill	1.60	Review and revise non-disclosure agreements with M&A counterparties (1.3); correspond with Company re same (.3).
05/30/20	Michael D. Thorpe	0.20	Correspond re antitrust analysis of transaction.
05/30/20	Eric Zhi	6.30	Review REA documents and ground lease (3.9); revise lease abstract (2.4).
05/31/20	Sohil Khurana	2.00	Review and analyze owned real property diligence materials (1.0); summarize and chart relevant provisions re such real property diligence (1.0).
05/31/20	Talia Krause	1.50	Correspond with S. Zaretsky re master lease (.5); coordinate due diligence for owned and lease properties (1.0).
05/31/20	Mark Steven Lipschultz	2.20	Review REAs (1.7); revise diligence chart re same (.5).
05/31/20	Joshua Merrill	0.30	Correspond with K&E team re non-disclosure agreement.
05/31/20	Jonathan A. Schechter, P.C.	0.50	Review, analyze store closing motion.
05/31/20	Matthew A. Schroth	0.10	Analyze due diligence review.
05/31/20	Aparna Yenamandra	0.60	Telephone conference with M. Slade re work fee declaration.
06/01/20	Allison Biolsi	1.00	Compile and correspond re excel charts re store leases to one master excel.
06/01/20	Ian Craig	1.50	Communication re diligence review (.3); review changes to credit agreement and communication re same (1.2).
06/01/20	Allyson N. Dillon	1.50	Revise master closing checklist tracker (1.0); correspondence re work streams and master re tracker (.5).
06/01/20	Justin C. Elliott	7.90	Correspond with K&E team re real property diligence (2.1); review and comment on real property diligence chart (2.9); review underlying real property documents (2.9).
06/01/20	Jake Flood	1.50	Draft and revise lease review chart.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/20	John Thomas Goldman	6.00	Review, revise and discuss owned property optimization plan (3.0); review and discuss asset sale motion drafts (2.0); discuss and coordinate title (1.0).
06/01/20	Sohil Khurana	4.00	Review and analyze real property diligence materials (2.0); chart and summarize key provisions (1.5); plan and prepare for telephone conference and correspond with T. Krause and M. Schroth re purchase option in allocable share agreement (.5).
06/01/20	Talia Krause	6.10	Coordinate due diligence for owned and lease properties.
06/01/20	Will Lawley	1.40	Attend to third party lease diligence (1.2); attend call re permissions and roles in various data rooms due to competition concerns (.2).
06/01/20	Mark Steven Lipschultz	2.00	Review REA documents and insert responses into documents.
06/01/20	Tyler E. Neal	3.30	Review and summarize leases.
06/01/20	Alexander Romano	0.60	Review and revise leased property summary charts.
06/01/20	Jonathan A. Schechter, P.C.	1.00	Attention to sale motion and De minimus sale motion.
06/01/20	Matthew A. Schroth	4.00	Conduct due diligence review (.6); attend telephone conference with real estate advisors (.7); attend real estate task force telephone conference (1.1); revise amendment to engagement letter (1.1); attend telephone conference with J. Goldman (.5).
06/01/20	Steve Toth	0.50	Analyze draft process letter for marketing process.
06/01/20	Seth Traxler, P.C.	0.20	Review Oracle addendum.
06/01/20	Nancy Zambrana	0.20	Correspond with K&E team re real estate diligence.
06/01/20	Samuel Zaretsky	2.00	Review OpCo / PropCo lease.
06/01/20	Victoria M. Zhou	7.00	Review and summarize REA documents.
06/02/20	Andres Cantero Jr.	0.80	Commence revisions of REA chart based on Cushman abstracts for Store 1942.
06/02/20	Jacob R. Clark	1.20	Correspond with lease reviewers (.2); review lease summaries (1.0).
06/02/20	Lizbeth Cordova	3.50	Coordinate real estate due diligence.

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06/02/20	Ian Craig	6.40	Communication re diligence matters (.2); review and made changes to lease summaries (6.1); communication re credit agreement matters (.1).
06/02/20	Allyson N. Dillon	1.10	Revise real estate tracker (.9); correspond with M. Schroth and J. Goldman re revised real estate tracker (.2).
06/02/20	Justin C. Elliott	6.10	Internal correspondence and discussions re real estate matters (1.5); review and comment on real estate due diligence chart (2.5); review underlying diligence documents (2.1).
06/02/20	Jake Flood	1.50	Draft and revise lease review chart.
06/02/20	John Thomas Goldman	3.00	Telephone conference re HQ note issues (1.0); attend K&E real estate task force call (1.0); coordinate title searches and third party reports (1.0).
06/02/20	Sohil Khurana	3.20	Review, analyze and correspond with M. Schroth and L. Cordova re purchase option present in Allocable Share Agreement (.2); review and analyze owned real property diligence materials (2.0); summarize and chart relevant provisions with respect to such real property diligence (1.0).
06/02/20	Talia Krause	8.50	Revise term sheet (1.0); coordinate due diligence for owned and lease properties (7.5).
06/02/20	Christopher Mahoney	4.80	Review and analyze construction, operation and reciprocal easement agreements for assigned properties.
06/02/20	Tana Ryan, P.C.	3.00	Telephone conferences re market test with K&E team (1.3); review and revise process letter (1.7).
06/02/20	Nancy Zambrana	0.20	Correspond with K&E team re real estate diligence.
06/02/20	Nancy Zambrana	0.30	Review summary chart re real estate due diligence documents.
06/02/20	Victoria M. Zhou	3.00	Review and summarize REA documents (2.5); review correspondence re same (.2); correspond with B. Daniels re same (.3).
06/03/20	Ian Craig	0.30	Correspond with K&E team re real estate diligence matters.

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06/03/20	Justin C. Elliott	6.40	Correspond with K&E team re real estate diligence (.5); review and revise real estate diligence chart (4.5); review diligence information (1.4).
06/03/20	John Thomas Goldman	5.50	Correspond and telephone conferences re CBRE and HQ transaction with K&E team (2.0); review and discuss REA diligence with same (1.5); correspond and telephone conference with C&W re diligence and marketing (1.0); review and discuss form PSA with K&E team (1.0).
06/03/20	Vanessa Gomez	3.20	Additional review of reciprocal easement agreement documents for Store 2990 (2.0); review and revise REA summary chart re updates for Store 2990 (1.2).
06/03/20	Sohil Khurana	3.20	Review and analyze owned real property diligence items (2.0); draft chart and summarize key provisions (1.2).
06/03/20	Talia Krause	5.00	Coordinate due diligence for owned properties.
06/03/20	Mark Steven Lipschultz	3.20	Review REAs (2.3); revise chart re same (.9).
06/03/20	Christopher Mahoney	3.50	Review and analyze construction, operation and reciprocal easement agreements for assigned properties.
06/03/20	Tarah Lorraine Perkins	4.00	Review lease agreements (1.7); revise lease review chart (2.3).
06/03/20	Katie Roddy	0.50	Correspond re REA summaries with K&E team.
06/03/20	Matthew A. Schroth	8.20	Attend telephone conference with Company and Alix re store liquidation (.6); conduct due diligence review (1.8); revise purchase and sale agreement (3.0); attend telephone conference with real estate task force (.5); attend telephone conference with J. Goldman re due diligence process (1.5); attend telephone conference with T. Krause and L. Cordova re due diligence (.8).
06/03/20	Nancy Zambrana	0.30	Correspond with K&E team re real estate diligence.
06/03/20	Nancy Zambrana	2.20	Revise summary chart re real estate due diligence documents.
06/03/20	Victoria M. Zhou	3.50	Review and revise REA summary.

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06/04/20	Andres Cantero Jr.	2.70	Review and revise REAs re store numbers 1590, 1831, 1940, 1948, 1951, 2083 and 2108.
06/04/20	Lizbeth Cordova	4.00	Coordinate real estate due diligence (2.0); draft de minimis asset sale motion (2.0).
06/04/20	Ian Craig	2.40	Review and revise lease summary chart (1.9); correspond re same with K&E team (.3); correspond re diligence matters with same (.2).
06/04/20	Justin C. Elliott	3.80	Correspond with K&E team re owned property (.5); review owned property documents (.8); review and revise summary chart (1.5); prepare PSA amendment re bankruptcy (1.0).
06/04/20	Julia R. Foster	1.30	Research precedent re APAs.
06/04/20	John Thomas Goldman	8.00	Review and correspond with K&E team re PSA and related issues (2.5); review and discuss engagement amendment (1.0); prepare for and participate in RE task force telephone conference (1.0); correspond re expressions of interest with K&E team (.5); correspond and telephone conferences re RE optimization plan with K&E team (2.0); correspond and telephone conference with PSA counter parties (1.0).
06/04/20	Vanessa Gomez	2.20	Review reciprocal easement agreement documents for Store 273 (1.5); review and revise REA summary chart for updates to Store 273 material issues (.7).
06/04/20	Sohil Khurana	1.00	Review real property diligence materials.
06/04/20	Talia Krause	3.50	Coordinate due diligence for owned properties.
06/04/20	Mark Steven Lipschultz	3.40	Review REAs (1.8); revise chart re same (1.6).
06/04/20	Christopher Mahoney	1.30	Review and analyze construction, operation and reciprocal easement agreements for assigned properties.
06/04/20	Tyler E. Neal	1.00	Download and organize documents re diligence.
06/04/20	Katie Roddy	1.00	Revise REA summaries.
06/04/20	Jonathan A. Schechter, P.C.	1.00	Revise Process Letter (.5); revise PSA (.5).



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06/04/20	Matthew A. Schroth	4.10	Revise form purchase and sale agreement (2.0); revise amendment to real estate brokers agreement (1.0); attend telephone conference with real estate task force (.5); conduct due diligence review (.6).
06/04/20	Victoria M. Zhou	4.00	Review and revise REA summaries.
06/05/20	Andres Cantero Jr.	1.50	Analyze Store #1674 re relevant REA provisions.
06/05/20	Rebecca Blake Chaikin	1.40	Correspond with JCP, Alix, B. Riley re real estate PSAs (.2); telephone conference with same, Lazard re asset optimization (1.0); correspond with J. Goldman re same and real estate workstreams (.2).
06/05/20	Lizbeth Cordova	6.40	Coordinate real estate due diligence (2.9); attend telephone conference with A. Dillon and T. Krause re coordinating real estate due diligence (1.3); draft de minimis asset sale motion (2.2).
06/05/20	Allyson N. Dillon	1.50	Attend telephone conference re lease review diligence with K&E team (1.0); review owned property documents (.5).
06/05/20	Justin C. Elliott	0.50	Prepare PSA amendment.
06/05/20	Jake Flood	1.20	Draft and revise lease review chart.
06/05/20	John Thomas Goldman	7.20	Review and revise San Bruno PSA amendment (2.0); review and revise optimization plan (1.0); telephone conference with 1L creditors re owned property optimization plan (1.0); prepare for and attend telephone conference with RE task force (.5); review and correspond with K&E team re PSA issues and questions (1.0); review and discuss engagement letters (1.7).
06/05/20	Sohil Khurana	2.00	Review and analyze owned real property diligence materials (1.0); draft chart and summarize key provisions re same (1.0).
06/05/20	Talia Krause	2.10	Correspond with S. Zaretsky re term sheet (.4); coordinate due diligence for owned properties (1.7).
06/05/20	Christopher Mahoney	1.50	Review and analyze construction, operation and reciprocal easement agreements re assigned properties.
06/05/20	Katie Roddy	2.50	Revise REA summaries.

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06/05/20	Jonathan A. Schechter, P.C.	0.50	Review and revise amendment to San Bruno PSA.
06/05/20	Nancy Zambrana	0.20	Correspond with K&E team re real estate diligence.
06/05/20	Victoria M. Zhou	4.00	Review and revise REA summaries.
06/06/20	Andres Cantero Jr.	10.20	Analyze Store #1674 for relevant REA provisions (.5); analyze Store #1704 for relevant REA provisions (2.1); analyze Store #1794 for relevant REA provisions (2.3); analyze Store #1823 for relevant REA provisions (1.8); analyze Store #1869 for relevant REA provisions (2.2); analyze Store #1899 for relevant REA provisions (1.3).
06/06/20	Lizbeth Cordova	7.10	Review and analyze REA summaries (3.5); compile chart re same (3.6).
06/06/20	Talia Krause	0.60	Coordinate due diligence for owned properties.
06/06/20	Aisha P. Lavinier	1.10	Correspondence re real estate optimization plan.
06/06/20	Christopher Mahoney	4.50	Review and analyze construction, operation and reciprocal easement agreements for assigned properties.
06/06/20	Callie Jones Poorman	3.50	Review and revise diligence chart.
06/06/20	Nancy Zambrana	0.20	Correspond with K&E team re real estate diligence.
06/06/20	Victoria M. Zhou	2.50	Review and revise REA summaries.
06/07/20	Andres Cantero Jr.	10.50	Analyze Store #1899 for relevant REA provisions (1.0); analyze Store #1956 for relevant REA provisions (3.2); analyze Store #1958 for relevant REA provisions (2.3); analyze Store #1959 for relevant REA provisions (3.1); analyze Store #1960 for relevant REA provisions (.9).
06/07/20	Lizbeth Cordova	11.00	Review and analyze REA summaries (5.5); compile chart re same (5.5).
06/07/20	Ian Craig	0.60	Review REA summaries (.5); correspond with K&E team re same (.1).
06/07/20	Allyson N. Dillon	1.00	Review owned property documents (.5); draft chart re same (.5).
06/07/20	Sohil Khurana	2.50	Review and analyze real property diligence materials (1.5); draft chart and summarize relevant provisions re same (1.0).

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06/07/20	Talia Krause	7.20	Coordinate due diligence for owned properties.
06/07/20	Christopher Mahoney	2.30	Review and analyze construction, operation and reciprocal easement agreements for assigned properties.
06/07/20	Lauren E. Roman	1.00	Review and summarize real estate diligence materials.
06/07/20	Matthew A. Schroth	4.50	Conduct due diligence review.
06/08/20	Scott A. Berger, P.C.	0.50	Correspond with K&E team re real estate matters.
06/08/20	Andres Cantero Jr.	2.50	Analyze Store #1960 for relevant REA provisions.
06/08/20	Chris Ceresa	1.30	Research and analyze re legal issue re 363 sales free and clear (1.1); correspond with K&E team re same (.2).
06/08/20	Rebecca Blake Chaikin	1.80	Telephone conference with K&E team re coordinating real estate transactions workstreams (.7); revise action plan re same (.2); daily telephone conference with Company, K&E team, Alix, advisors re real estate issues coordination (.9).
06/08/20	Lizbeth Cordova	9.00	Review and analyze REA summaries (4.5); draft chart re same (4.5).
06/08/20	Justin C. Elliott	5.60	Correspond with K&E team re diligence items (.5); review diligence documents (2.5); revise diligence chart re same (1.5); review and revise PSA amendment re stalking horse bidder (1.1).
06/08/20	John Thomas Goldman	6.00	Review and correspond with K&E team re asset sale motion/logistics (1.0); review and correspond with same re workstream status and tracker (1.0); prepare for and attend telephone conference with RE task force (1.0); review and revise REA diligence and summary (3.0).
06/08/20	Vanessa Gomez	3.00	Review reciprocal easement agreement documents re Store 1983 (1.0); draft summary of material terms of the reciprocal easement agreement documents re same (.5); review reciprocal easement agreement documents re Store 1989 (1.0); draft summary of material terms of the reciprocal easement agreement documents re same (.5).

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06/08/20	Talia Krause	2.30	Coordinate due diligence for owned properties.
06/08/20	Will Lawley	3.00	Review and analyze third party lease diligence.
06/08/20	Mark Steven Lipschultz	4.50	Revise REA entry (3.2); review correspondence re same (.4); review comments re same (.9).
06/08/20	Katie Roddy	6.30	Review and analyze REAs and related documents for owned real property (3.3); prepare REA summary chart (3.0).
06/08/20	Victoria M. Zhou	0.50	Revise REA summary.
06/09/20	Scott A. Berger, P.C.	1.10	Correspond with K&E team re real estate status (.6); prepare for and attend telephone conferences with K&E team re business plan on owned assets (.5).
06/09/20	Lizbeth Cordova	10.50	Compile REA analysis chart (.5); prepare for and attend K&E team meeting regarding real estate due diligence (1.0); organize real estate due diligence review (3.0); review and revise procedure sale motions (3.0); review and revise de minimis sale motion (3.0).
06/09/20	Ian Craig	1.30	Correspond with K&E team re real estate diligence matters (.3); review changes to lease summary chart (.8); correspond with K&E team re credit agreement matters (.2).
06/09/20	Justin C. Elliott	8.20	Correspond with K&E team re diligence items (.6); review diligence documents (2.4); draft diligence chart re same (3.5); review, and revise same (1.7).
06/09/20	John Thomas Goldman	4.00	Coordinate title searches and third party reports (1.0); prepare for and participate in telephone conference with UCC (1.0); correspond with K&E team re diligence (2.0).
06/09/20	Vanessa Gomez	3.30	Review reciprocal easement agreements for Store 2055 (1.2); draft summary of material terms re same (.6); review reciprocal easement agreements for Store 2096 (1.0); draft summary of material terms re same (.5).
06/09/20	Sohil Khurana	1.50	Review and analyze real property diligence materials (.7); draft chart and summarize relevant provisions re same (.8).
06/09/20	Talia Krause	1.90	Coordinate and assign due diligence for owned properties.

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06/09/20	Will Lawley	2.70	Review responses to Katten diligence requests (1.3); correspond with K&E team re same (.9); review diligence trackers (.3); review Quinn diligence request list (.2).
06/09/20	Andrew R. Van Noord, P.C.	0.50	Review real estate diligence items.
06/09/20	Victoria M. Zhou	2.50	Review title index re REAs (1.0); review REAs (1.5).
06/10/20	Lizbeth Cordova	7.80	Organize real estate due diligence (5.3); attend K&E team telephone conference re real estate due diligence (2.5).
06/10/20	Ian Craig	0.50	Correspond with K&E team re diligence matters.
06/10/20	Justin C. Elliott	4.10	Correspond with K&E team diligence list (.7); review and revise diligence chart (2.5); review underlying documents re same (.9).
06/10/20	Vanessa Gomez	3.80	Review reciprocal easement agreement documents for Store 2006 (1.5); draft summary of material terms re same (.7); review reciprocal easement agreements for Store 2011 (1.0); draft summary of material terms re same (.6).
06/10/20	Talia Krause	2.10	Coordinate and assign due diligence for owned properties.
06/10/20	Will Lawley	1.10	Correspond with Katten re diligence request responses (.2); review and revise diligence tracker re Quinn diligence requests (.9).
06/10/20	Puja Narain	4.10	Review and analyze documents re store #2048 (3.5); draft summary for template (.6).
06/10/20	Puja Narain	0.60	Review and analyze instructions and memorandum from RE team.
06/10/20	Andrew R. Van Noord, P.C.	1.50	Participate in telephone conference with J. Goldman re real estate diligence (1.0); review real estate diligence items (.5).
06/10/20	Victoria M. Zhou	2.50	Review documents re title index (1.2); compile documents re data room (.5); review REA related documents (.8).
06/11/20	Scott A. Berger, P.C.	1.00	Participate in telephone conference with K&E team re status (.5); correspond with same re same (.5).
06/11/20	Andres Cantero Jr.	4.20	Analyze Store #2258 for relevant REA provisions (1.8); analyze Store #2284 for relevant REA provisions (2.2); analyze Store # 2290 for relevant REA provisions (.2).

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06/11/20	Lizbeth Cordova	7.50	Compile documents re real estate due diligence (3.2); attend K&E team telephone conference re real estate due diligence (2.3); review and analyze lease agreements (2.0).
06/11/20	Allyson N. Dillon	1.00	Attend telephone conference with K&E team re diligence updates.
06/11/20	Justin C. Elliott	8.80	Correspond with K&E team re real estate matters (.6); review and revise diligence chart (6.5); review underlying documents re same (1.7).
06/11/20	John Thomas Goldman	3.50	Correspond and coordinate diligence process and status with K&E team (1.0); correspond and attend telephone conferences with K&E team re appraisal process and engagement (2.5).
06/11/20	Vanessa Gomez	4.80	Review reciprocal easement agreement documents for Store 2024 (1.0); draft summary of material terms re same (.5); review reciprocal easement agreements for Store 2036 (1.0); draft summary of material terms re same (.5); review reciprocal easement agreements for Store 2040 (1.3); draft summary of material terms re same (.5).
06/11/20	Talia Krause	3.90	Coordinate and assign due diligence for owned properties.
06/11/20	Will Lawley	4.50	Revise and review third party lease diligence materials (3.9); attend telephone conference with K&E, ALix, and Lazard teams re permissions and data room contents (.6).
06/11/20	Christopher Mahoney	1.30	Review and analyze construction, operation and reciprocal easement agreements for assigned properties.
06/11/20	Katie Roddy	2.50	Review and analyze REAs and related documents re owned real property (1.5); draft REA summary chart (1.0).
06/11/20	Tana Ryan, P.C.	0.50	Attend telephone conference with Milbank corporate team (.4); correspond with K&E team re same (.1).
06/11/20	Jonathan A. Schechter, P.C.	1.50	Attend telephone conference with K&E team re due diligence.

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06/11/20	Matthew A. Schroth	2.00	Attend telephone conference with K&E team re due diligence process (1.0); attend telephone conference with real estate task force (1.0).
06/11/20	Andrew R. Van Noord, P.C.	2.70	Attend telephone conference with J. Goldman re real estate diligence process (1.0); review and analyze real estate diligence tracker (1.7).
06/11/20	Nancy Zambrana	0.10	Correspond with K&E team re real estate due diligence review.
06/12/20	Andres Cantero Jr.	7.80	Analyze Store #2258 for relevant REA provisions (1.5); analyze Store #2303 for relevant REA provisions (1.9); analyze Store #2304 for relevant REA provisions (2.0); analyze Store #2312 for relevant REA provisions (2.4).
06/12/20	Lizbeth Cordova	2.30	Organize real estate due diligence.
06/12/20	Justin C. Elliott	6.60	Correspond with K&E team re diligence list (.8); review and revise diligence chart (4.2); review underlying documents re same (1.6).
06/12/20	John Thomas Goldman	1.00	Attend telephone conferences with PSA counterparties re impact of bankruptcy.
06/12/20	Talia Krause	0.90	Coordinate and assign due diligence for owned properties.
06/12/20	Will Lawley	1.80	Review and correspond with Alix and K&E teams re diligence questions (.4); review third party lease diligence (1.4).
06/12/20	Christopher Mahoney	2.80	Review and analyze construction, operation and reciprocal easement agreements for assigned properties.
06/12/20	Tarah Lorraine Perkins	2.00	Review and analyze various lease agreements (1.2); revise lease review chart (.8).
06/12/20	Lauren E. Roman	0.30	Review and summarize real estate diligence materials.
06/12/20	Sam Steinman	2.50	Review, analyze, and revise diligence and documentation re proposed transaction (1.6); draft chart re diligence (.9).
06/12/20	Andrew R. Van Noord, P.C.	1.70	Correspond with K&E team re real estate diligence reviews and updated reviews (.5); review real estate diligence materials and processes (1.2).
06/12/20	Victoria M. Zhou	3.50	Revise REA summary chart.



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06/13/20	Talia Krause	0.10	Coordinate and assign due diligence for owned properties.
06/13/20	Will Lawley	1.90	Review third party lease diligence re real estate.
06/13/20	Christopher Mahoney	3.30	Review and analyze construction, operation and reciprocal easement agreements for assigned properties (1.0); revise construction, operation and reciprocal easement agreement review chart (2.3).
06/13/20	Katie Roddy	4.50	Review and analyze REAs and related documents for owned real property (2.5); draft REA summary chart (2.0).
06/14/20	Talia Krause	0.80	Coordinate and assign due diligence for owned properties.
06/14/20	Will Lawley	0.50	Review and revise materials re Katten and Quinn diligence distributions.
06/14/20	Katie Roddy	3.50	Review and analyze REAs and related documents for owned real property (2.5); draft REA summary chart (1.0).
06/14/20	Nancy Zambrana	0.10	Correspond with K&E team re real estate due diligence review.
06/15/20	Scott A. Berger, P.C.	1.20	Participate in telephone conference re diligence with K&E team (.8); correspond with K&E team re same (.4).
06/15/20	Andres Cantero Jr.	2.20	Analyze REA review (.5); revise analysis for Store # 241 re development restrictions and financing protections (.6); revise analysis for Store # 246 re same (.5); revise analysis for Store # 251 re same (.6).
06/15/20	Lizbeth Cordova	3.00	Organize real estate due diligence.
06/15/20	Allyson N. Dillon	0.50	Attend telephone conference to discuss updates to Company diligence with A. Van Noord.
06/15/20	Justin C. Elliott	8.90	Correspond with K&E team re real estate diligence (.9); review and revise diligence chart (4.3); review underlying documents re same (2.7); review San Bruno PSA amendment (1.0).

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06/15/20	John Thomas Goldman	4.50	Correspond and attend telephone conferences with K&E team re C&W appraisal properties (1.0); finalize engagement for appraisals (1.0); review and discuss San Bruno PSA and process issues (1.5); review and discuss Glen Allen notice letter and sale issues (1.0).
06/15/20	Talia Krause	2.00	Coordinate and assign due diligence for owned properties.
06/15/20	Will Lawley	6.00	Review diligence requests from Quinn and Katten legal teams (.5); review third party lease diligence (5.5).
06/15/20	Jonathan A. Schechter, P.C.	0.80	Review sales items and related correspondence.
06/15/20	Matthew A. Schroth	3.20	Attend telephone conference re store liquidation with Company and Alix (.6); attend telephone conference with A. Van Noord re due diligence process (.6); analyze asset optimization deck (.5); attend telephone conference with R. Chaikin re real estate work streams (1.0); attend telephone conference with real estate task force (.5).
06/15/20	Sam Steinman	6.30	Review, analyze, and revise diligence and documentation re proposed transaction (3.9); draft chart re diligence (2.4).
06/15/20	Andrew R. Van Noord, P.C.	2.00	Review and analyze owned properties reviews and processes.
06/15/20	Nancy Zambrana	0.10	Correspond with K&E team re real estate due diligence review.
06/15/20	Nancy Zambrana	1.20	Review real estate due diligence documents (1.0); draft summary chart re same (.2).
06/15/20	Victoria M. Zhou	6.00	Review REA documents (2.5); draft summaries re same (3.5).
06/16/20	Andres Cantero Jr.	2.10	Revise analysis for Store # 304 re development restrictions and financing protections (.6); revise analysis for Store # 334 re same (.4); revise analysis for Store # 355 re same (.5); revise analysis for Store # 439 re same (.6).
06/16/20	Rebecca Blake Chaikin	0.60	Review PSA amendment.
06/16/20	Lizbeth Cordova	3.90	Organize real estate due diligence.
06/16/20	Ian Craig	1.10	Correspond re real estate diligence matters with K&E team.

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06/16/20	Allyson N. Dillon	2.00	Correspond with title Company re existing title documents and property addresses (.5); review list of owned stores (.5); prepare list of owned stores and addresses for title Company (.5); correspond with M. Schroth and J. Goldman re title diligence (.5).
06/16/20	Justin C. Elliott	7.80	Correspond with K&E team re diligence lists (.8); review and revise diligence charts (3.5); review underlying documents re same (2.3); review San Bruno PSA amendment (1.2).
06/16/20	John Thomas Goldman	4.50	Correspond and attend telephone conference with K&E team re property sale timing/status/process (1.0); correspond and attend telephone conferences with K&E team re third party diligence coordination and approvals (1.5); correspond and attend telephone conference with K&E team re HQ note and foreclosure (1.0); correspond and attend telephone conferences with K&E team re leases (1.0).
06/16/20	Talia Krause	2.40	Coordinate and assign due diligence for owned properties.
06/16/20	Will Lawley	0.30	Review correspondence with Quinn and Katten teams re distributions (.2); review correspondence with K&E team re attorney Company privilege (.1).
06/16/20	Mark Steven Lipschultz	0.70	Revise REAs (.4); correspond with J. Elliot re same (.3).
06/16/20	Christopher Mahoney	5.50	Review and analyze construction, operation and reciprocal easement agreements for assigned properties (3.9); revise review chart re same (1.6).
06/16/20	Jonathan A. Schechter, P.C.	1.00	Review San Bruno items and related correspondence (.5); review store closing items (.5).
06/16/20	Matthew A. Schroth	2.30	Correspond with Company advisors re bidding procedures (.5); correspond with Company re San Bruno sale (.5); conduct due diligence review (1.3).
06/16/20	Sam Steinman	5.00	Review analyze, and revise diligence and documentation re proposed transaction (3.9); draft chart re diligence (1.1).
06/16/20	Andrew R. Van Noord, P.C.	0.80	Review and analyze owned properties reviews and processes.

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06/16/20	Eric Zhi	3.90	Review and revise REA abstracts.
06/16/20	Victoria M. Zhou	3.00	Review and summarize REA documents.
06/17/20	Rebecca Blake Chaikin	0.90	Telephone conference with J. Goldman re property sale process motions (.6); correspond with K&E team re same (.3).
06/17/20	Lizbeth Cordova	3.90	Organize real estate due diligence.
06/17/20	Ian Craig	1.10	Attend telephone conference and correspond with K&E team re diligence matters.
06/17/20	Justin C. Elliott	7.10	Correspond with K&E team re diligence lists (.6); review, update, and revise diligence charts (4.2); review underlying documents re same (1.1); review San Bruno PSA amendment (.4); review and revise San Bruno lease (.4); draft issues re same (.4).
06/17/20	John Thomas Goldman	5.50	Draft, revise and correspond with K&E team re summary of anticipated transactions, timing and status (3.0); correspond and attend telephone conferences with K&E team re San Bruno leaseback (1.0); coordinate Alaska local counsel engagement (.5); review San Bruno lease (1.0).
06/17/20	Sohil Khurana	3.50	Review and analyze diligence materials re two owned properties (2.5); draft chart and summaries re relevant provisions (1.0).
06/17/20	Talia Krause	3.50	Coordinate and assign due diligence for owned properties.
06/17/20	Will Lawley	0.30	Review draft diligence productions re Katten and Quinn requests.
06/17/20	Christopher Mahoney	7.50	Review and analyze construction, operation and reciprocal easement agreements for assigned properties (6.0); revise construction, operation and reciprocal easement agreement review chart (1.5).
06/17/20	Jonathan A. Schechter, P.C.	0.50	Review and analyze San Bruno and other asset items.
06/17/20	Matthew A. Schroth	2.50	Attend telephone conference with real estate task force (1.5); correspond with K&E team re modeling (.5); correspond with K&E team re San Bruno purchase and sale agreement amendment (.5).
06/17/20	Sam Steinman	10.00	Review, analyze, and revise diligence and documentation re proposed transaction (7.5); draft chart re diligence (2.5).

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06/17/20	Andrew R. Van Noord, P.C.	1.00	Review and analyze owned properties reviews and processes.
06/17/20	Victoria M. Zhou	6.00	Review and revise REA summary.
06/18/20	Scott A. Berger, P.C.	0.50	Participate in telephone conference with K&E team re real estate matters (.3); correspond with K&E team re same (.2).
06/18/20	Andres Cantero Jr.	5.00	Revise analysis for Store # 478 to incorporate additional provisions (.4); revise analysis for Store # 466 to incorporate additional provisions (.4); revise analysis for Store # 424 to incorporate additional provisions (.6); revise analysis for Store # 1674 to incorporate additional provisions (.5); revise analysis for Store # 1704 to incorporate additional provisions (.6); revise analysis for Store # 1794 to incorporate additional provisions (.6); revise analysis for Store # 1823 to incorporate additional provisions (.5); revise analysis for Store # 1869 to incorporate additional provisions (.4); revise analysis for Store # 1899 to incorporate additional provisions (.6); revise analysis for Store # 1956 to incorporate additional provisions (.4).
06/18/20	Lizbeth Cordova	4.50	Organize real estate due diligence.
06/18/20	Justin C. Elliott	2.40	Correspond with K&E team re diligence lists (.5); review, update, and revise diligence charts (.5); review underlying documents re same (.4); review and analyze PSA amendment (.4); review and revise lease (.4); draft issues list re same (.2).
06/18/20	John Thomas Goldman	4.50	Review, discuss and revise San Bruno documents (2.0); correspond with K&E team and review re marketing timeline and process (1.5); correspond and attend telephone conferences with K&E team re PSA and bankruptcy process (1.0).
06/18/20	Sohil Khurana	1.20	Review and analyze owned real property diligence materials.
06/18/20	Talia Krause	4.30	Coordinate and assign due diligence for owned properties.
06/18/20	Will Lawley	1.00	Attend telephone conference with K&E team re diligence requests.

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06/18/20	Christopher Mahoney	2.80	Review and analyze construction, operation and reciprocal easement agreements for assigned properties (.8); revise construction, operation and reciprocal easement agreement review chart (2.0).
06/18/20	Katie Roddy	2.70	Review and analyze REAs and related documents for owned real property (1.2); prepare REA summary chart (1.5).
06/18/20	Jonathan A. Schechter, P.C.	1.50	Review various sales items and related correspondence (1.0); review San Bruno items and related correspondence (.5).
06/18/20	Matthew A. Schroth	3.00	Attend telephone conference with real estate task force (1.0); revise work stream organizer (1.0); correspond with Company re San Bruno leaseback (.5); correspond with opposing counsel re San Bruno purchase and sale agreement (.5).
06/18/20	Andrew R. Van Noord, P.C.	0.90	Review and analyze owned property real estate diligence (.4); correspond with K&E team re same (.5).
06/18/20	Victoria M. Zhou	3.00	Review and summarize REA documents.
06/19/20	Andres Cantero Jr.	1.70	Revise analysis for Store # 1958 to incorporate additional provisions (.6); revise analysis for Store # 1959 to incorporate additional provisions (.5); revise analysis for Store # 1960 to incorporate additional provisions (.6).
06/19/20	Ian Craig	0.50	Correspond with K&E team re real estate diligence matters.
06/19/20	Allyson N. Dillon	1.30	Review purchase and sale agreement of Glen Allen, Virginia property (1.0); review correspondence re confidentiality provision in purchase and sale agreement (.3).
06/19/20	Justin C. Elliott	4.20	Correspond with K&E team re real estate diligence (.7); review and analyze San Bruno issues list re lease (1.1); review diligence (.9); review and revise summary charts (1.5).
06/19/20	John Thomas Goldman	2.50	Attend telephone conference with RE Task force (1.0); review and revise status tracker (.5); correspond and attend telephone conferences with K&E team re San Bruno (1.0).
06/19/20	Jake William Gordon	1.40	Review asset sale procedures.

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06/19/20	Will Lawley	0.20	Review correspondence re diligence productions for independent directors.
06/19/20	Matthew A. Schroth	3.30	Attend telephone conference with real estate task force (1.0); analyze Glen Allen purchase and sale agreement (.5); revise work stream organizer (1.0); correspond with Company re San Bruno transaction (.8).
06/19/20	Sam Steinman	0.50	Review diligence re real estate.
06/19/20	Steve Toth	0.40	Participate in weekly update telephone conference with K&E team.
06/19/20	Nancy Zambrana	1.00	Review real estate due diligence documents (.8); prepare summary chart re same (.2).
06/19/20	Victoria M. Zhou	1.00	Attend telephone conference with J. Elliott (.4); review PSA and amendment (.6).
06/20/20	Ian Craig	1.10	Correspond with K&E team re real estate diligence matters (.7); draft correspondence re diligence summary (.4).
06/20/20	Justin C. Elliott	0.60	Correspond with K&E team re diligence requests (.3); review diligence (.3).
06/20/20	Melissa D. Kalka	0.70	Correspond with potential bidders and Lazard re diligence requests.
06/20/20	Sohil Khurana	2.50	Review and analyze real property diligence materials (1.5); draft chart and summaries of relevant provisions re same (1.0).
06/20/20	Joshua Merrill	0.30	Correspondence re data room and information requests from marketing process counterparties.
06/20/20	Nancy Zambrana	2.00	Review real estate due diligence documents (1.5); draft summary chart re same (.5).
06/21/20	John Thomas Goldman	1.00	Correspond and attend telephone conferences with K&E team re third party diligence requests.
06/21/20	Melissa D. Kalka	0.50	Correspond with Company and Alix re diligence requests from potential bidder.
06/21/20	Sohil Khurana	1.20	Review and revise owned properties review chart.
06/21/20	Talia Krause	2.30	Revise term sheet.
06/21/20	Tarah Lorraine Perkins	1.00	Review lease agreements (.6); revise lease review chart (.4).
06/21/20	Katie Roddy	1.00	Review and analyze REAs and related documents for owned real property (.5); draft REA summary chart (.5).



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06/21/20	Andrew R. Van Noord, P.C.	0.30	Correspond with K&E diligence reviewers re owned real property.
06/21/20	Nancy Zambrana	0.10	Correspond with K&E team re real estate due diligence review.
06/21/20	Victoria M. Zhou	2.50	Review and analyze leases, REAs, and underlying title documents.
06/22/20	April B. Abrams	1.50	Compile leases and REA documents (1.2); correspond with K&E team re data files (.3).
06/22/20	Scott A. Berger, P.C.	1.00	Attend telephone conferences and correspond with K&E team re real estate matters (.5); review matter status (.5).
06/22/20	Andres Cantero Jr.	3.00	Revise REA chart re additional development restrictions and lender protections for Store #'s 241, 246, 251, 1794, 304, 334, 355, 1823, 424, 439, 466, 1869, 1899, 1674, 1956, 1704, 1958, 1959 and 1960.
06/22/20	Lizbeth Cordova	6.00	Organize real estate due diligence (5.0); review amendment term sheets (1.0).
06/22/20	Ian Craig	0.90	Correspond with K&E team re real estate diligence matters.
06/22/20	Allyson N. Dillon	4.00	Attend telephone conference with K&E team re diligence updates (.5); review property diligence documents (3.5).
06/22/20	Justin C. Elliott	8.30	Correspond with K&E team re diligence lists (.5); draft real estate diligence charts (4.3); review underlying real property documents re same (3.5).
06/22/20	John Thomas Goldman	5.00	Review and coordinate diligence work streams (2.0); review and correspond with K&E team re tax concerns (1.0); correspond and telephone conferences with K&E team re San Bruno (1.0); coordinate expressions of interest (.5); correspond with K&E team re Jersey City consent issues (.5).
06/22/20	Jake William Gordon	0.50	Review, revise pleadings re sale of assets.
06/22/20	Sohil Khurana	0.30	Review and analyze real property related documentation.
06/22/20	Talia Krause	3.50	Coordinate and assign due diligence for owned properties.
06/22/20	Will Lawley	0.20	Correspond with K&E team re third party lease re-review.

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06/22/20	David P. Liebowitz	0.50	Correspond with K&E team re Project diligence (.2); review datasite (.3).
06/22/20	Christopher Mahoney	4.30	Review and analyze construction, operation and reciprocal easement agreements for assigned properties (3.0); revise construction, operation and reciprocal easement agreement review chart (1.3).
06/22/20	Lauren E. Roman	0.50	Review and revise real estate diligence summaries.
06/22/20	Laurie Ruxton	1.00	Correspond with T. Krause re procedures for diligence project (.2); analyze and review diligence documents (.4); compile and organize same (.4).
06/22/20	Jonathan A. Schechter, P.C.	1.00	Telephone conference with K&E team re due diligence (.5); review same (.5).
06/22/20	Matthew A. Schroth	3.70	Attend telephone conference with real estate task force (1.0); correspond with K&E team re approval of engagement letter (.5); revise work stream organizer (.7); review and analyze request for production re documents evidencing liens on real property (1.0); attend telephone conference with Company re requested mortgage release (.5).
06/22/20	Jennifer Sheehan	0.60	Correspond with K&E team re diligence (.2); attend telephone conference with I. Craig re same (.2); attend telephone conference with J. Elliott re same (.2).
06/22/20	Christina Soriano	3.00	Review correspondence re REA documents (.5); compile and organize documents re same (2.5).
06/22/20	Nancy Zambrana	1.60	Review real estate due diligence documents (1.0); draft summary chart re same (.6).
06/22/20	Eric Zhi	2.00	Review REAs.
06/23/20	April B. Abrams	9.80	Organize and compile documents re REAs and Deeds.
06/23/20	Curt E. Bersche	2.80	Organize and compile Reciprocal Easement Agreements.
06/23/20	Lizbeth Cordova	6.00	Organize real estate due diligence (5.0); review term sheets (1.0).
06/23/20	Ian Craig	1.60	Correspond with K&E team re real estate diligence matters (1.1); attend telephone conference with K&E team re diligence matters (.5).

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06/23/20	Justin C. Elliott	9.80	Review K&E team correspondence (.2); correspond with K&E team diligence matters (.5); review and revise underlying real property documents and related diligence (9.1).
06/23/20	John Thomas Goldman	5.50	Correspond with K&E team and coordinate diligence process and review (2.0); review appraisal engagement and related issues (1.0); correspond with K&E team re AK quiet title action (.5); review and coordinate next steps on optimization plans (2.0).
06/23/20	Jake William Gordon	2.20	Revise de minimis asset sale procedures.
06/23/20	Jason Niels Grover	1.80	Review diligence re store lease documents (.7); revise lease review chart re same (1.1).
06/23/20	Sara Handibode	1.50	Review diligence materials (.5); organize and compile same (1.0).
06/23/20	Sohil Khurana	1.50	Review and analyze owned property diligence materials (1.3); attend telephone conference with L. Cordova re purchase options (.2).
06/23/20	Talia Krause	4.50	Coordinate and assign due diligence for owned properties.
06/23/20	David P. Liebowitz	8.80	Attend telephone conferences and correspond with K&E team re diligence (.2); revise spreadsheet re diligence (.4); review indexes (.8); organize and review diligence documents (7.4).
06/23/20	Christopher Mahoney	2.80	Review and analyze construction, operation and reciprocal easement agreements for assigned properties (2.0); revise construction, operation and reciprocal easement agreement review chart (.8).
06/23/20	Puja Narain	0.60	Review and analyze assigned real estate summaries.
06/23/20	Laurie Ruxton	3.50	Organize and review diligence documents.
06/23/20	Jonathan A. Schechter, P.C.	0.50	Review San Bruno materials and related correspondence.
06/23/20	Matthew A. Schroth	2.30	Attend telephone conference with real estate task force (1.0); revise work stream organizer (1.3).
06/23/20	Jennifer Sheehan	1.00	Correspond with K&E team re diligence (.2); attend telephone conference with A. Van Noord re same (.3); attend telephone conference with K&E team (.5).

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06/23/20	Christina Soriano	6.50	Organize and compile REA documents.
06/23/20	Conrad Steele	2.70	Revise real estate diligence chart for stores 220, 171, 161, 157 and 130.
06/23/20	Andrew R. Van Noord, P.C.	5.40	Attend telephone conference with K&E team re status of lease reviews (.7); review correspondence with K&E lease reviewers re lease issues (2.6); review document production (1.5); coordination of owned property reviews (.6).
06/23/20	Nancy Zambrana	1.00	Review real estate due diligence documents (.8); draft summary chart re same (.2).
06/23/20	Eric Zhi	5.10	Revise REA abstract.
06/24/20	April B. Abrams	8.00	Organize and compile deeds, REA's, separate agreements, and declarations.
06/24/20	Lizbeth Cordova	4.50	Manage real estate due diligence (3.0); review and revise de minimis sale motion (1.5).
06/24/20	Justin C. Elliott	9.90	Correspond with K&E team re real estate diligence matters (.4); review and revise real estate diligence charts (6.3); review underlying documentation re same (3.2).
06/24/20	Justin C. Elliott	0.10	Correspond with K&E team re PSA amendment.
06/24/20	Sara Handibode	4.00	Review diligence materials (1.5); organize and compile same (2.5).
06/24/20	Talia Krause	4.90	Review, coordinate and assign due diligence for owned properties.
06/24/20	Will Lawley	1.50	Compile documents re third party lease review (.2); analyze third party lease re-review (.9); review diligence request lists and current diligence status re Katten and Quinn productions (.4).
06/24/20	David P. Liebowitz	7.30	Review indexes (.6); compile, organize, and review diligence documents (6.5); revise spreadsheet tracker re same (.2).
06/24/20	Christopher Mahoney	5.80	Review and analyze construction, operation and reciprocal easement agreements for assigned properties (3.5); revise construction, operation and reciprocal easement agreement review chart (2.3).
06/24/20	Katie Roddy	4.60	Review and analyze REAs and related documents for owned real property (2.5); draft REA summary chart (2.1).

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06/24/20	Laurie Ruxton	2.50	Compile, organize, and review re diligence documents.
06/24/20	Jonathan A. Schechter, P.C.	0.50	Review and analyze San Bruno items.
06/24/20	Matthew A. Schroth	2.00	Attend telephone conference with real estate task force (1.0); draft action items list (1.0).
06/24/20	Jennifer Sheehan	0.20	Correspond with K&E team re diligence.
06/24/20	Christina Soriano	9.00	Compile and organize REA documents.
06/24/20	Al Stemp, P.C.	1.00	Review and revise summary of lease provisions (.8); review correspondence re same (.2).
06/24/20	Andrew R. Van Noord, P.C.	0.70	Review document production re bidder.
06/24/20	Nancy Zambrana	0.10	Correspond with K&E team re real estate due diligence review.
06/25/20	Chris Ceresa	0.90	Draft and revise bidding procedures motion (.6); correspond with K&E team including J. Gordon re RSA consent for same (.3).
06/25/20	Chris Ceresa	2.70	Draft and revise bidding procedures motion and order.
06/25/20	Lizbeth Cordova	6.00	Review and revise de minimis asset sale motion (2.5); organize real estate due diligence (3.5).
06/25/20	Ian Craig	0.70	Correspond with K&E team re diligence matters (.4); correspond with K&E team re mortgage matters (.3).
06/25/20	Allyson N. Dillon	0.80	Correspond re distribution centers with D. Liebowitz (.2); correspond with title Company re owned properties (.6).
06/25/20	Justin C. Elliott	8.40	Correspond with K&E team re diligence items (.4); review and revise real estate diligence charts (4.5); review supporting documentation re same (3.5).
06/25/20	Julia R. Foster	2.00	Draft Bidding Procedures Motion and Order.
06/25/20	John Thomas Goldman	3.50	Correspond and attend telephone conference with K&E team re appraisal process (1.0); correspond with Company local tax cert counsel re valuations (.5); attend telephone conference with Milbank re status and approval deadlines (1.0); draft summary re approval next steps and correspond with K&E team re same (1.0).
06/25/20	Jason Niels Grover	0.70	Review diligence re lease documents (.4); revise lease review chart re same (.3).

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06/25/20	Sara Handibode	2.30	Review diligence materials (.8); organize and compile same (1.5).
06/25/20	Talia Krause	4.90	Review, coordinate and assign due diligence for owned properties.
06/25/20	Will Lawley	0.50	Attend check-in telephone conference with Milbank and real estate teams.
06/25/20	David P. Liebowitz	5.30	Review indexes (.6); compile, organize, and review diligence documents (4.3); correspond with K&E team re warehouses (.3); revise chart with re assigned properties (.1).
06/25/20	Christopher Mahoney	2.50	Review and analyze construction, operation and reciprocal easement agreements for assigned properties (2.0); revise construction, operation and reciprocal easement agreement review chart (.5).
06/25/20	Thomas P. O'Connor	0.30	Review real estate diligence.
06/25/20	Laurie Ruxton	2.00	Correspond with A Abrams, D Liebowitz re diligence project, updating of tracking chart (.5); compile, organize, and review diligence documents (1.5).
06/25/20	Matthew A. Schroth	1.50	Attend telephone conference with real estate task force (1.0); analyze list of appraisal properties (.5).
06/25/20	Andrew R. Van Noord, P.C.	0.70	Review document production for potential bidder.
06/25/20	Nancy Zambrana	1.50	Review real estate due diligence documents (1.0); draft summary chart re same (.5).
06/26/20	April B. Abrams	7.00	Review index of ground leased sites (4.2); organize documents re same (2.8).
06/26/20	Chris Ceresa	4.80	Draft and revise bidding procedures motion.
06/26/20	Lizbeth Cordova	6.00	Review and revise lease amendments (2.5); review and revise de minimis motion (1.5); organize real estate due diligence (2.0).
06/26/20	Allyson N. Dillon	0.30	Draft title issue tracker (.1); correspond with title Company re owned properties (.2).
06/26/20	Justin C. Elliott	3.80	Correspond with K&E team diligence items (.3); review and revise real estate diligence charts (1.7); review supporting documentation re same (1.8).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/20	Sohil Khurana	1.60	Review and analyze owned property review chart (.5); correspond re same with L. Cordova (.3); review and analyze real property diligence items (.8).
06/26/20	Talia Krause	2.10	Review, coordinate and assign due diligence for owned properties.
06/26/20	David P. Liebowitz	6.30	Review indexes (.8); compile, organize, and review diligence documents (5.5).
06/26/20	Thomas P. O'Connor	0.10	Review real estate diligence.
06/26/20	Laurie Ruxton	0.50	Compile, organize, and review diligence documents.
06/26/20	Jennifer Sheehan	0.50	Correspond with K&E team re real property diligence.
06/26/20	Christina Soriano	1.80	Organize and compile REA documents.
06/26/20	Andrew R. Van Noord, P.C.	1.20	Review document production for bidder (.2); review owned real estate plan (1.0).
06/26/20	Samuel Zaretsky	0.40	Attend telephone conference with Company.
06/26/20	Victoria M. Zhou	2.00	Review and summarize REA documents.
06/27/20	Justin C. Elliott	4.90	Review and revise real estate diligence charts (1.7); review underlying documentation re same (3.2).
06/27/20	Vanessa Gomez	2.90	Review and revise lease and reciprocal easement agreement summaries for Stores 2844, 2848, 2849, 2850, 2862, 90, 2866, 2868, 2873, 2876, 2877, 197, and 1306.
06/27/20	Talia Krause	0.10	Coordinate and assign due diligence for owned properties.
06/28/20	Mike Beinus, P.C.	0.60	Telephone conference with Lazard re real estate matters.
06/28/20	Lizbeth Cordova	2.50	Organize real estate due diligence.
06/28/20	Ian Craig	0.20	Correspond with K&E team re diligence matters.
06/28/20	Justin C. Elliott	1.20	Review and revise real estate diligence charts (.4); review underlying documentation re same (.8).
06/28/20	John Thomas Goldman	1.00	Correspond and attend telephone conference with K&E team re valuation issues and questions.
06/28/20	Talia Krause	2.30	Coordinate and assign due diligence for owned properties.



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Owned Property Sales and Dispositions

Invoice Number: 1050032372  
Matter Number: 47223-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/20	Jonathan A. Schechter, P.C.	0.50	Review asset optimization strategy notes and related correspondence.
06/28/20	Nancy Zambrana	4.20	Review real estate due diligence documents (3.0); draft summary chart re same (1.2).
06/29/20	April B. Abrams	1.50	Organize diligence documents.
06/29/20	Margaret R. Alden	0.70	Review, analyze NDAs (.3); correspond with K&E team, C. Tempke re same (.2); correspond with K&E team re same (.2).
06/29/20	Andres Cantero Jr.	6.40	Analyze REA for relevant provisions for Store # 2467 (1.3); analyze REA for relevant provisions for Store # 2477 (2.7); analyze REA for relevant provisions for Store # 2478 (2.4).
06/29/20	Chris Ceresa	4.10	Draft and revise bidding procedures and sales procedures motion (3.6); telephone conference re same with K&E team including R. Chaikin (.3); correspond with advisors re sale inquiry (.2).
06/29/20	Ian Craig	0.90	Correspond with K&E team re diligence matters.
06/29/20	Allyson N. Dillon	0.50	Attend telephone conference with A. Van Noord re updates on diligence.
06/29/20	Justin C. Elliott	7.40	Correspond with K&E team re diligence matters (.1); review and revise real estate diligence charts (3.9); review underlying documentation re same (3.4).
06/29/20	John Thomas Goldman	7.50	Correspond and attend telephone conferences with K&E team re Property Monetization Report (3.0); correspond and attend telephone conferences with K&E team re existing PSAs (1.5); review and coordinate with all parties regarding optimization plans (3.0).
06/29/20	Talia Krause	7.00	Review, coordinate and assign due diligence for owned properties.
06/29/20	David P. Liebowitz	5.40	Review indexes (1.0); organize, compile, and review documents (4.4).
06/29/20	Mark Steven Lipschultz	1.30	Review diligence (.6); review REAs (.7).
06/29/20	Christopher Mahoney	2.50	Review and analyze construction, operation and reciprocal easement agreements for assigned properties (2.0); revise construction, operation and reciprocal easement agreement review chart (.5).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Owned Property Sales and Dispositions

Invoice Number: 1050032372  
Matter Number: 47223-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/20	Prentis Robinson	0.30	Conference with J. Gordon re bidding procedures (.1); correspond with J. Foster re same (.2).
06/29/20	Matthew A. Schroth	1.20	Attend telephone conference with real estate task force (.9); draft purchase and sale amendment language (.3).
06/29/20	Sam Steinman	3.50	Review, analyze, and revise diligence and documentation re proposed transaction (2.7); draft chart re diligence (.8).
06/29/20	Andrew R. Van Noord, P.C.	2.50	Attend telephone conference with K&E diligence team (1.0); correspond with K&E diligence reviewers (1.5).
06/29/20	Nancy Zambrana	0.50	Review real estate due diligence documents.
06/29/20	Nancy Zambrana	0.20	Correspond with K&E team re real estate due diligence review.
06/29/20	Samuel Zaretsky	1.20	Review revised draft of Framework (.8); correspond with T. Krause re same (.4).
06/29/20	Victoria M. Zhou	7.00	Review and summarize REA documents.
06/30/20	April B. Abrams	5.00	Compile and organize Lease diligence.
06/30/20	Andres Cantero Jr.	4.90	Analyze REA for relevant provisions for Store # 2480 (1.3); analyze REA for relevant provisions for Store # 2490 (1.8); analyze REA for relevant provisions for Store # 2495 (1.8).
06/30/20	Chris Ceresa	1.50	Draft and revise sale/auction procedures motion and order.
06/30/20	Rebecca Blake Chaikin	1.00	Telephone conference with Company, Milbank, all advisors re owned property plan.
06/30/20	Lizbeth Cordova	2.60	Organize real estate due diligence.
06/30/20	Ian Craig	0.30	Correspond with K&E team re diligence matters.
06/30/20	Justin C. Elliott	11.90	Correspond with K&E team re diligence matters (.2); correspond with P. Narain re diligence (.4); review real property diligence charts and underlying diligence documents (5.3); revise same (6.0).
06/30/20	Jake Flood	0.10	Attend telephone conference with L. Cordova re lender protections.
06/30/20	Julia R. Foster	0.70	Draft Bidding Procedures/Sale Motion.

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Owned Property Sales and Dispositions

Invoice Number: 1050032372  
 Matter Number: 47223-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	John Thomas Goldman	8.50	Review and correspond with K&E team re optimization plans (3.0); coordinate monetization report (2.0); attend telephone conference with RE Task Force (1.0); correspond and attend telephone conferences with K&E team re blowout issues (1.0); correspond and attend telephone conferences with [K&E team re existing PSA issues (1.5).
06/30/20	Talia Krause	2.80	Review, coordinate and assign due diligence for owned properties.
06/30/20	David P. Liebowitz	5.70	Correspond with K&E team re chart (.1); revise same (.1); review indexes (1.1); compile, organize, and review diligence documents (4.4).
06/30/20	Mark Steven Lipschultz	7.20	Revise REA submissions and re-review documents.
06/30/20	Christopher Mahoney	1.80	Review and analyze construction, operation and reciprocal easement agreements for assigned properties (1.3); revise construction, operation and reciprocal easement agreement review chart (.5).
06/30/20	Thomas P. O'Connor	1.60	Review owned property diligence.
06/30/20	Prentis Robinson	3.70	Prepare bidding procedures (.8); research, review, analyze precedent re same (.9); prepare board presentation re plan or sale timelines (2.0).
06/30/20	Matthew A. Schroth	2.30	Attend telephone conference with real estate task force re owned property optimization plan (1.2); attend telephone conference with real estate task force (1.1).
06/30/20	Jennifer Sheehan	0.50	Telephone conference with T. Krause re real estate matters.
06/30/20	Sam Steinman	4.00	Review, analyze, and revise diligence and documentation re proposed transaction (1.7); draft chart re diligence (2.3).
06/30/20	Andrew R. Van Noord, P.C.	1.70	Review owned property diligence summary (.5); review document production for bidder (.2); attend telephone conference re owned real estate plan (1.0).
06/30/20	Nancy Zambrana	0.20	Correspond with K&E team re real estate due diligence review.
06/30/20	Nancy Zambrana	1.60	Review real estate due diligence documents (.8); prepare summary chart re same (.8).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Owned Property Sales and Dispositions

Invoice Number: 1050032372  
Matter Number: 47223-6

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Victoria M. Zhou	2.00	Review and summarize REA documents.
<b>Total</b>		<b>1,759.50</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032373**

**Client Matter: 47223-7**

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**In the Matter of Adversary Proceedings & Contested Matters**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 249,776.00

Total legal services rendered

\$ 249,776.00

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Adversary Proceedings & Contested Matters

Invoice Number: 1050032373  
Matter Number: 47223-7

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Megan Buenviaje	6.10	395.00	2,409.50
Chris Ceresa	9.10	610.00	5,551.00
Rebecca Blake Chaikin	0.30	1,085.00	325.50
Michael P. Esser	1.50	1,165.00	1,747.50
Ben Fahey-Burke	6.80	415.00	2,822.00
Jeremy A. Fielding, P.C.	1.90	1,295.00	2,460.50
Yates French	18.40	1,165.00	21,436.00
Jake William Gordon	0.40	845.00	338.00
Meghan E. Guzaitis	48.70	445.00	21,671.50
Michael Kalis	0.80	1,025.00	820.00
Melissa D. Kalka	4.30	1,165.00	5,009.50
Marjorie Melicharek	31.50	275.00	8,662.50
Lekha Menon	52.00	725.00	37,700.00
Benjamin O'Connor	33.80	970.00	32,786.00
Nicholas Ruge	10.10	835.00	8,433.50
Michael B. Slade	45.80	1,395.00	63,891.00
Josh Sussberg, P.C.	0.40	1,635.00	654.00
Steven B. Taylor	6.00	725.00	4,350.00
Gregory Tsonis	28.80	970.00	27,936.00
Allyson Smith Weinhouse	0.80	965.00	772.00
<b>TOTALS</b>	<b>307.50</b>		<b>\$ 249,776.00</b>

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Adversary Proceedings & Contested Matters

Invoice Number: 1050032373  
 Matter Number: 47223-7

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/18/20	Melissa D. Kalka	2.00	Review and revise various motions (1.4); correspond with K. Hemyari and E. Mosser re same (.6).
05/18/20	Lekha Menon	3.90	Review and analyze internal documents re creditor document requests (3.5); attend telephone conference with Y. French, B. O'Connor, N. Ruge re same (.4).
05/18/20	Nicholas Ruge	0.20	Correspond with Y. French, B. O'Connor and L. Menon re defensive document review.
05/19/20	Melissa D. Kalka	2.30	Review and revise motions (1.8); correspond with K. Hemyari and E. Mosser re same (.5).
05/19/20	Lekha Menon	12.40	Review and analyze internal documents re creditor document requests (3.9); draft summary re same (3.9); revise same (3.7); attend telephone conference with M. Slade, Y. French, K&E team re same (.4); correspond with B. O'Connor, N. Ruge re same (.5).
05/20/20	Yates French	4.70	Prepare for discovery conference (1.0); review documents for production (1.5); coordinate production of documents (1.2); draft discovery responses (1.0).
05/20/20	Lekha Menon	7.70	Review and analyze internal documents re creditor document requests (3.9); draft summary re same (2.6); attend telephone conference with M. Slade, Y. French, K&E team re same (.6); correspond with B. O'Connor, N. Ruge re same (.6).
05/20/20	Benjamin O'Connor	0.90	Attend telephone conference with M. Slade, Y. French, N. Ruge, and L. Menon re strategy for responses to ad hoc crossholder group's request for production (.5); draft responses re same (.4).
05/20/20	Nicholas Ruge	0.70	Analyze requests for production (.2); correspond with K&E team re document review and requests for production (.5).
05/20/20	Michael B. Slade	1.80	Attend telephone conference with opposing counsel re discovery (.4); telephone conference with K&E team re discovery requests (.5); review and analyze discovery matters (.9).



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Adversary Proceedings & Contested Matters

Invoice Number: 1050032373  
Matter Number: 47223-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Yates French	4.50	Review documents for production (2.5); draft protective order (1.0); draft discovery responses (1.0).
05/21/20	Lekha Menon	3.50	Review, analyze internal documents re creditor document request.
05/21/20	Benjamin O'Connor	0.40	Draft protective order.
05/21/20	Michael B. Slade	2.20	Review, analyze slides (.3); attend telephone conference with Company re outstanding litigation (.4); review, analyze document review and production (1.1); review materials re California litigation (.4).
05/22/20	Yates French	5.20	Review documents for production (4.0); coordinate production of documents (1.2).
05/22/20	Benjamin O'Connor	5.50	Correspond with Y. French re production of documents (.4); review and analyze K&E correspondence for responsiveness to ad hoc crossholder group's requests for production (3.4); correspond with K&E team re production of documents (.9); conduct quality control review on documents prior to production (.8).
05/22/20	Michael B. Slade	1.70	Correspond with K&E team re discovery and review (.4); analyze same (.8); attend telephone conference with K&E team re California litigation (.5).
05/23/20	Lekha Menon	6.40	Review and analyze internal documents re creditor document requests (3.9); draft summary re same (2.5).
05/23/20	Benjamin O'Connor	1.20	Review and revise protective order (.4); review and revise confidentiality agreement (.2); review and revise responses to crossholder group's requests for production of documents (.6).
05/23/20	Michael B. Slade	1.60	Review and revise responses to document requests, protective order (.7); review, analyze discovery documents (.9).
05/24/20	Meghan E. Guzaitis	0.80	Review materials for potential production (.7) correspond with K&E team re same (.1).
05/24/20	Lekha Menon	1.00	Review and analyze internal documents re creditor document requests.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Adversary Proceedings & Contested Matters

Invoice Number: 1050032373  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/24/20	Benjamin O'Connor	0.40	Review, analyze and revise draft protective order (.1); review and revise confidentiality agreement (.2); review and revise responses to crossholder group's requests for production of documents (.1).
05/24/20	Benjamin O'Connor	2.20	Review, analyze and summarize contents of virtual data rooms provided to creditors (1.8); attend telephone conference with M. Weitz, G. Schlicht and M. Slade re same (.4).
05/24/20	Benjamin O'Connor	1.70	Review and analyze documents from custodian re requests for production of documents.
05/24/20	Michael B. Slade	1.40	Attend telephone conference with Lazard re data rooms (.5); review and revise protective order and RFP responses (.3); correspond re same (.2); review and analyze board minutes (.4).
05/25/20	Yates French	2.50	Coordinate production of documents (1.5); review board minutes and board presentations for privilege redactions (1.0).
05/25/20	Jake William Gordon	0.40	Review materials for independent directors.
05/25/20	Meghan E. Guzaitis	0.70	Telephone conference with K&E team re strategy for responding to ad hoc crossholder group's first request for production of documents.
05/25/20	Benjamin O'Connor	4.10	Attend telephone conference with K&E team re strategy for gathering documents responsive to crossholder group's document requests and independent directors' document requests (.3); review and analyze documents from custodian, board minutes and board meeting presentation re responses to crossholder group's requests for production of documents (3.3); correspond with Y. French, N. Ruge and L. Menon re documents from custodian re same (.5).
05/25/20	Michael B. Slade	1.80	Review and analyze discovery materials (1.6); correspond with opposing counsel (.2).
05/26/20	Rebecca Blake Chaikin	0.30	Attend telephone conference re litigation with plaintiff counsel.
05/26/20	Ben Fahey-Burke	1.40	Analyze and redact documents for privilege in preparation for production.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Adversary Proceedings & Contested Matters

Invoice Number: 1050032373  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/20	Ben Fahey-Burke	3.80	Review potentially privileged board minutes and presentations (.6); redact privileged content in same in preparation for production (2.7); revise redactions to same following attorney review (.5).
05/26/20	Yates French	1.50	Correspond with opposing counsel re discovery.
05/26/20	Meghan E. Guzaitis	1.50	Telephone conference with Alix re obtaining documents for potential production (.5); review and collect documents for potential production (.5); conference with K&E team re production of documents (.5).
05/26/20	Meghan E. Guzaitis	3.10	Telephone conference with K&E team re obtaining documents for potential production (.4); review, collect documents for potential production (1.3); telephone conference with K&E team re redactions of documents (.7); correspond with opposing counsel re document production (.7).
05/26/20	Marjorie Melicharek	2.30	Prepare production materials for attorney review.
05/26/20	Marjorie Melicharek	0.50	Draft production summary for attorney review.
05/26/20	Marjorie Melicharek	1.70	Draft summary re filings.
05/26/20	Marjorie Melicharek	2.00	Compile filings.
05/26/20	Benjamin O'Connor	4.80	Review and analyze documents from custodian, board minutes and board meeting presentation re responsiveness to crossholder group's requests for production of documents (3.8); correspond with Y. French, N. Ruge and L. Menon re documents from custodian re same (.7); prepare production letter (.2); correspond with litigation support group re finalizing documents for production (.1).
05/26/20	Michael B. Slade	2.80	Review, analyze discovery and documents and edit timeline (1.7); attend telephone conference with opposing counsel re same (.3); attend telephone conference with Company re open litigation matters and review materials re same (.8).
05/26/20	Josh Sussberg, P.C.	0.40	Correspond with M. Slade re discovery (.2); review discovery schedule (.2).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Adversary Proceedings & Contested Matters

Invoice Number: 1050032373  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/20	Gregory Tsonis	2.70	Review and analyze draft exhibit list (.3); correspond with B. O'Connor re same (.2); review and analyze documents re exhibit list (.8); review and analyze key documents re crossholder objection (1.4).
05/26/20	Allyson Smith Weinhouse	0.50	Correspond with Company re litigation matters (.3); attend telephone conference re same (.2).
05/27/20	Meghan E. Guzaitis	1.50	Review custodian's documents for potential production (.5); review, collect documents for potential production for attorney review (.7); telephone conference with K&E team re production of documents (.3).
05/27/20	Marjorie Melicharek	1.50	Draft production log for attorney review.
05/27/20	Marjorie Melicharek	1.10	Draft summary re filings.
05/27/20	Marjorie Melicharek	0.70	Prepare case filings re depositions.
05/27/20	Lekha Menon	6.30	Review, analyze documents re creditor document requests (3.9); correspond with B. O'Connor re same (1.1); review documents re same (1.3).
05/27/20	Benjamin O'Connor	3.30	Review and analyze correspondence of custodian for responsiveness to crossholder group's requests for documents (2.8); correspond with Y. French, N. Ruge and L. Menon re responsiveness of correspondence (.5).
05/27/20	Nicholas Ruge	0.40	Review tracker of responses to independent directors' discovery requests (.1); correspond with T. Kozouz re intercompany claims issue (.1); correspond with Y. French, B. O'Connor and paralegals re document productions (.2).
05/27/20	Michael B. Slade	1.80	Review, analyze discovery issues, exhibits and declarations (1.2); attend telephone conference with lenders' counsel re same (.2); correspond with K&E team re prepetition litigation (.4).
05/28/20	Meghan E. Guzaitis	2.00	Compile case materials re deposition preparation.
05/28/20	Meghan E. Guzaitis	0.70	Correspond with K&E team re production of documents re response to ad hoc crossholder group's first request for production of documents.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Adversary Proceedings & Contested Matters

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Meghan E. Guzaitis	0.80	Compile case documents re Kurtz deposition preparation.
05/28/20	Marjorie Melicharek	0.50	Draft listing re pleadings for attorney review.
05/28/20	Lekha Menon	5.60	Review documents re creditor document request.
05/28/20	Benjamin O'Connor	4.00	Review and analyze correspondence re responsiveness (3.2); correspond with Y. French, N. Ruge, and L. Menon re responsiveness of correspondence (.5); draft production letter (.2); correspond with litigation support group re finalizing documents for production (.1).
05/28/20	Michael B. Slade	2.30	Attend board meeting (.5); review, analyze witness statements (1.2); review, analyze witness and exhibit list (.6).
05/28/20	Gregory Tsonis	2.60	Review and analyze documents for production (2.3); correspond with B. O'Connor and N. Ruge re exhibit list (.3).
05/28/20	Allyson Smith Weinhouse	0.30	Correspond with Company, K&E team re litigation matters (.2); review same (.1).
05/29/20	Meghan E. Guzaitis	1.50	Compile case documents re Kurtz deposition preparation.
05/29/20	Meghan E. Guzaitis	1.50	Compile case documents for attorney review in fact development for case filings.
05/29/20	Nicholas Ruge	0.20	Prepare exhibits for hearing.
05/29/20	Michael B. Slade	2.60	Review and analyze witnesses (1.6); attend telephone conferences with Company re litigation issues (1.0).
05/29/20	Gregory Tsonis	6.20	Review and analyze documents re exhibit list (3.9); review, analyze and revise draft declarations and comments (2.3).
05/30/20	Lekha Menon	3.20	Attend telephone conference with M. Slade, K&E team re case status (.5); research issues re appeal bond (2.7).
05/30/20	Michael B. Slade	1.10	Attend telephone conference with K&E team re next steps (.5); attend telephone conference with Company and Dentons re Pittsburgh bankruptcy (.4); review correspondence re contested issue (.2).
05/31/20	Meghan E. Guzaitis	1.50	Compile production documents for attorney review in deposition preparation.
05/31/20	Lekha Menon	1.20	Research issues re appeal bond.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Adversary Proceedings & Contested Matters

Invoice Number: 1050032373  
Matter Number: 47223-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/20	Megan Buenviaje	2.20	Review and analyze production set (.4); correspond with legal team re same (.4); prepare documents for attorney review (1.4).
06/01/20	Jeremy A. Fielding, P.C.	1.20	Strategize re intervention and removal (.8); research re same (.4).
06/01/20	Meghan E. Guzaitis	3.80	Compile case documents for attorney review for deposition preparation (2.5); correspond re documents for use at deposition (.5); prepare case materials for use at deposition (.8).
06/01/20	Meghan E. Guzaitis	3.70	Compile case documents for attorney review for potential production (2.3); correspond with K&E team re document production specifications (.5); prepare production correspondence (.3); QC production specifications (.2); produce documents to opposing counsel (.4).
06/01/20	Michael Kalis	0.80	Telephone conference with K&E team re potential motion to intervene and removal.
06/01/20	Marjorie Melicharek	0.20	Research re motion to defer materials for attorney review.
06/01/20	Benjamin O'Connor	3.30	Review and analyze documents to produce (1.7); correspond with K&E team, Lazard and AlixPartners re documents to produce (.9); prepare documents for production and produce documents to crossholder group (.7).
06/01/20	Michael B. Slade	6.20	Review documents to prepare for depositions (2.6); attend teleconference with witnesses re depositions (2.0); review declarations (.8); attend telephone conference with counsel for UCC re case issues (.4); review document issues re same (.4).
06/02/20	Ben Fahey-Burke	1.30	Redact privileged content in documents in preparation for production (.6); process documents for production (.7).
06/02/20	Meghan E. Guzaitis	2.80	Compile case documents for attorney review re potential production (2.1) correspond with K&E team re document production specifications (.2); QC production specifications (.2); produce documents to opposing counsel (.3).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Adversary Proceedings & Contested Matters

Invoice Number: 1050032373  
Matter Number: 47223-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/20	Meghan E. Guzaitis	3.80	Compile case documents for attorney review for use at deposition (2.0); correspond with K&E team re documents for use at deposition (.5); prepare case materials for use at deposition (1.3).
06/02/20	Marjorie Melicharek	0.80	Draft summary re documents produced for attorney review.
06/02/20	Steven B. Taylor	6.00	Review precedent and procedure for intervening and removing to bankruptcy court (3.9); summarize and circulate findings to K&E team (2.1).
06/03/20	Ben Fahey-Burke	0.30	Review and process documents for production.
06/03/20	Jeremy A. Fielding, P.C.	0.70	Review research re intervention, removal (.4); draft summary re same (.3).
06/03/20	Meghan E. Guzaitis	5.00	Compile case documents for attorney review for hearing preparation (3.5) correspond with K&E team re documents for use at hearing (.5) prepare case materials for use at hearing (1.0).
06/03/20	Meghan E. Guzaitis	2.80	Compile case documents for attorney review for potential production after redaction for potential production (2.1); correspond with K&E team re document production specifications (.2); QC production specifications (.2); produce documents to opposing counsel (.3).
06/03/20	Benjamin O'Connor	1.70	Correspond with Lazard re VDR access issues (.3); review and analyze documents for production (.5); prepare documents for production and produce to crossholder group (.9).
06/03/20	Michael B. Slade	6.60	Attend telephone conferences with witnesses re preparation for hearing (2.2); review and revise outline, review documents (4.4).
06/04/20	Megan Buenviaje	1.30	Prepare documents for attorney review (.9); correspond with legal team re same (.4).
06/04/20	Marjorie Melicharek	2.40	Draft summary re docket filings for attorney review.
06/04/20	Michael B. Slade	0.40	Participate in board telephone conference.
06/05/20	Marjorie Melicharek	1.80	Prepare post prepetition filings for attorney review.



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Adversary Proceedings & Contested Matters

Invoice Number: 1050032373  
Matter Number: 47223-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/20	Nicholas Ruge	3.30	Research and draft analysis of dischargeability issues.
06/07/20	Meghan E. Guzaitis	1.00	Review JCP pricing exhibits for filing (.5)
			correspond with K&E team re same (.3)
			prepare materials for filing (.2).
06/07/20	Marjorie Melicharek	1.30	Prepare exhibits for filing.
06/07/20	Michael B. Slade	1.60	Review and revise brief (1.1); correspond with K&E team re witness and exhibit list (.3); review same (.2).
06/08/20	Chris Ceresa	1.60	Review and analyze materials re shareholders for hearing (.8); draft materials re same (.6); correspond with K&E team and A. Fatheazam (.2).
06/08/20	Meghan E. Guzaitis	1.80	Review JCP pricing exhibits for filing (.9)
			correspond with K&E team re edits to same (.4); prepare materials for filing (.5).
06/08/20	Marjorie Melicharek	1.40	Prepare exhibits for attorney review.
06/08/20	Gregory Tsonis	0.70	Coordinate preparation for hearing.
06/09/20	Chris Ceresa	5.90	Review outstanding objections for various pleadings up for hearing on 6/11 (2.6); analyze same (2.7); update tracking materials re same (.6).
06/09/20	Meghan E. Guzaitis	0.90	Compile case materials for attorney review in preparation of pricing hearing.
06/09/20	Marjorie Melicharek	0.70	Prepare materials re pleadings for attorney review.
06/10/20	Meghan E. Guzaitis	1.70	Prepare logistics for court hearing (.2); review, compile and prepare case materials for attorney review re pricing hearing (1.5).
06/10/20	Marjorie Melicharek	1.50	Compile hearing materials for attorney review.
06/10/20	Marjorie Melicharek	0.40	Prepare hearing materials for attorney review.
06/10/20	Marjorie Melicharek	1.40	Prepare proceeding materials re pleadings for attorney review.
06/10/20	Lekha Menon	0.80	Telephone conference with M. Slade, R. Chaikin, AlixPartners re second day hearing.
06/10/20	Nicholas Ruge	0.20	Correspond with K&E team re litigation issues.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Adversary Proceedings & Contested Matters

Invoice Number: 1050032373  
Matter Number: 47223-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	Michael B. Slade	3.30	Attend telephone conference with K&E team re hearing (.5); review witness declaration (.4); review data re same (.4); attend telephone conference with Company re open litigation matters (.5); review and revise outline (1.1); review hearing prep (.4).
06/10/20	Gregory Tsonis	4.80	Attend telephone conference with attorney team re hearing (.9); review and analyze documents re assorted litigation and draft work plan (2.2); attend telephone conference with Company and M. Slade re assorted litigation (.3); draft follow up correspondence re automatic stay (1.4).
06/11/20	Chris Ceresa	1.60	Review and analyze objections filed re 6/11 hearing.
06/11/20	Meghan E. Guzaitis	0.50	Review, compile and prepare case materials for attorney review re pricing hearing.
06/11/20	Marjorie Melicharek	0.40	Compile key pleadings for attorney review.
06/12/20	Marjorie Melicharek	1.80	Compile case materials re pleadings for attorney review.
06/12/20	Michael B. Slade	1.80	Attend telephone conference with Company re litigation matters (.5); attend telephone conference with opposing counsel re litigation issue (.3); review lift stay motion re same (.3); review other litigation matters (.7).
06/12/20	Gregory Tsonis	3.40	Review pleadings and draft update re assorted litigation and plan.
06/14/20	Nicholas Ruge	0.30	Review and revise diligence trackers.
06/15/20	Meghan E. Guzaitis	1.00	Review, compile and prepare case materials for attorney review in preparation of hearing.
06/15/20	Marjorie Melicharek	2.00	Prepare summary re pleadings for attorney review.
06/15/20	Gregory Tsonis	2.50	Draft correspondence re pending litigation (1.2); coordinate and correspond with K&E team re response to assorted litigation (1.3).
06/16/20	Marjorie Melicharek	1.10	Prepare summary re pleadings.
06/16/20	Nicholas Ruge	0.10	Correspond with G. Morris re pending litigation.
06/16/20	Michael B. Slade	0.80	Review discovery requests.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Adversary Proceedings & Contested Matters

Invoice Number: 1050032373  
Matter Number: 47223-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/20	Gregory Tsonis	1.80	Review and analyze precedent re pending litigation (.6); draft correspondence re same (.2); review and analyze lift stay motions (.6); draft updated litigation tracker (.4).
06/17/20	Meghan E. Guzaitis	0.70	Compile board presentations for attorney review in fact development (.5) telephone conference with K&E team re same (.2).
06/17/20	Nicholas Ruge	3.50	Correspond with M. Slade and K&E team re litigation workstreams (.3); review and revise diligence trackers (3.2).
06/17/20	Michael B. Slade	1.30	Attend telephone conference with K&E team re open matters (.5); review and revise letter (.8).
06/17/20	Gregory Tsonis	1.00	Correspond with K&E team re ongoing projects (.4); review and analyze documents re production (.2); draft correspondence re same (.2); correspond with N. Ruge re production (.2).
06/18/20	Meghan E. Guzaitis	0.90	Research re valuation issues.
06/18/20	Benjamin O'Connor	0.30	Review and analyze proposed protective order.
06/18/20	Michael B. Slade	1.40	Attend telephone conference with K&E team re litigation claims (.5); revise letter re same (.3); attend board meeting (.6).
06/18/20	Gregory Tsonis	2.20	Correspond with co-counsel re pending litigation (.5); draft correspondence to opposing counsel (.9); coordinate and correspond with K&E team re response to assorted litigation (.8).
06/24/20	Michael P. Esser	1.00	Prepare for and participate in conference with M. Slade re case dynamics and outstanding contested matter work streams (.5); review and analyze work in process and case milestones re same (.5).
06/24/20	Nicholas Ruge	1.00	Draft and prepare tracker re document requests and responses.
06/24/20	Gregory Tsonis	0.90	Draft summary of legal proceedings (.2); prepare for telephone conference with M. Esser (.2); correspond with M. Esser re case workstreams (.5).
06/25/20	Meghan E. Guzaitis	1.00	Compile case materials for attorney review in preparation for hearing on applications.
06/25/20	Marjorie Melicharek	2.00	Prepare filing materials for attorney review.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Adversary Proceedings & Contested Matters

Invoice Number: 1050032373  
Matter Number: 47223-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/20	Megan Buenviaje	2.60	Prepare Company documents for processing (.4); review and analyze production set (.8); correspond with K&E team re same (.6); prepare production for attorney review and delivery to outside counsel (.8).
06/26/20	Meghan E. Guzaitis	1.70	Review and compile documents for production related (.7); telephone conference with K&E team re same (.3); prepare documents for production (.5); produce documents (.2).
06/26/20	Marjorie Melicharek	2.00	Prepare production materials for attorney review.
06/26/20	Nicholas Ruge	0.20	Research re litigation claim.
06/26/20	Michael B. Slade	1.30	Correspond with K&E team re discovery issues (.4); review same (.9).
06/29/20	Michael P. Esser	0.50	Prepare for and participate in conference with Y. French re litigation work streams and strategize re same.
<b>Total</b>		<b>307.50</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032374**

**Client Matter: 47223-8**

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**In the Matter of Automatic Stay**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 68,291.50

Total legal services rendered

\$ 68,291.50

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Automatic Stay

Invoice Number: 1050032374  
 Matter Number: 47223-8

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Lucas W. Brown	2.60	610.00	1,586.00
Chris Ceresa	1.20	610.00	732.00
Rebecca Blake Chaikin	1.00	1,085.00	1,085.00
Michael P. Esser	8.70	1,165.00	10,135.50
Alistair Fatheazam	0.50	740.00	370.00
Julia R. Foster	1.40	340.00	476.00
Meg McCarthy	1.20	340.00	408.00
Lekha Menon	4.70	725.00	3,407.50
Benjamin O'Connor	0.50	970.00	485.00
Michael B. Slade	3.70	1,395.00	5,161.50
Gregory Tsonis	44.20	970.00	42,874.00
Allyson Smith Weinhouse	0.30	965.00	289.50
Aparna Yenamandra	1.10	1,165.00	1,281.50
<b>TOTALS</b>	<b>71.10</b>		<b>\$ 68,291.50</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Automatic Stay

Invoice Number: 1050032374  
Matter Number: 47223-8

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/18/20	Lekha Menon	1.20	Review, revise suggestion of bankruptcy notice (1.0); correspond with Company, A. Weinhouse re same (.2).
05/18/20	Allyson Smith Weinhouse	0.30	Correspond with K&E team, Company re suggestion of bankruptcy.
05/21/20	Lekha Menon	0.30	Correspond with R. Chaikin re suggestion of bankruptcy notice (.1); correspond with Company re same (.2).
05/22/20	Lucas W. Brown	2.60	Research and analyze precedent re automatic stay (1.3); correspond with K&E team re same (.4); draft summary re same (.9).
05/22/20	Chris Ceresa	0.70	Research re automatic stay issues (.6); correspond with L. Brown re same (.1).
05/22/20	Alistair Fatheazam	0.50	Telephone conference with Company outside counsel re automatic stay inquiries.
05/22/20	Lekha Menon	0.20	Correspond with Company re automatic stay issues.
05/26/20	Lekha Menon	3.00	Correspond with M. Slade, B. O'Connor, K&E team and Company re automatic stay issues (1.2); analyze issues re automatic stay (1.3); telephone conference with Company re same (.5).
05/26/20	Benjamin O'Connor	0.50	Telephone conference with Company counsel re automatic stay issues.
06/09/20	Rebecca Blake Chaikin	0.20	Correspond with J. Gordon re potential automatic stay violation.
06/12/20	Gregory Tsonis	0.50	Prepare for and attend telephone conference with opposing counsel and M. Slade re automatic stay.
06/16/20	Gregory Tsonis	0.40	Review and analyze precedent re automatic stay.
06/16/20	Aparna Yenamandra	0.70	Correspond with K&E team re automatic stay motions.
06/17/20	Gregory Tsonis	3.20	Draft correspondence and coordinate responses re motions/inquiries to lift automatic stay.
06/17/20	Aparna Yenamandra	0.40	Correspond with K&E team re lift stay motions.



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Automatic Stay

Invoice Number: 1050032374  
Matter Number: 47223-8

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/18/20	Gregory Tsonis	2.00	Correspond with Company and insurer re motions/inquiries to lift automatic stay (.6); correspond with opposing counsel re automatic stay motions (1.4).
06/19/20	Michael B. Slade	1.10	Correspond with K&E team re lift stay motions (.3); review same (.8).
06/19/20	Gregory Tsonis	3.40	Draft summary and work plan of stay motions (.6); review and analyze precedent re objections to motions to lift stay (1.3); draft objection (1.5).
06/22/20	Chris Ceresa	0.30	Correspond with advisors and K&E team including R. Chaikin re lift stay motion.
06/22/20	Julia R. Foster	0.20	Research precedent re SDTX lift stay objections.
06/22/20	Michael B. Slade	1.20	Attend telephone conference with K&E team re compensation issues (.4); review and revise lift stay motions (.8).
06/22/20	Gregory Tsonis	1.90	Draft correspondence re assorted litigation and stay motions (.4); review and analyze precedent and prior stay motion responses (1.5).
06/23/20	Rebecca Blake Chaikin	0.40	Correspond with K&E team re lift stay motions status.
06/23/20	Michael P. Esser	0.50	Correspond with M. Slade and G. Tsonis re lift stay issues.
06/23/20	Julia R. Foster	1.20	Coordinate suggestion of bankruptcy filing logistics.
06/23/20	Gregory Tsonis	4.30	Correspond with Company re litigation stay issue (.2); draft correspondence re litigation stay issue (.7); coordinate engagement of local counsel (1.4); correspond with local counsel re same (.4); correspond with local counsel and opposing counsel re personal injury claims (1.6).
06/24/20	Rebecca Blake Chaikin	0.20	Correspond with G. Tsonis re lift stay motions.
06/24/20	Michael P. Esser	4.90	Review and analyze Hernandez lift stay motion (1.5); review and analyze Oxford lift stay motion (1.1); prepare for and participate in conference with A. Yenamandra and G. Tsonis re same (.6); research re self-insured retention lift stay issues (.5); review and analyze same (1.2).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Automatic Stay

Invoice Number: 1050032374  
Matter Number: 47223-8

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Meg McCarthy	1.20	Research precedent bankruptcy docket re automatic stay issues (.8); organize relevant documentation for attorney review re same (.4).
06/24/20	Gregory Tsonis	0.40	Draft correspondence re lift stay motions.
06/25/20	Chris Ceresa	0.20	Correspond with advisors and K&E team including R. Chaikin re issues related to lift stay motion.
06/25/20	Michael P. Esser	2.00	Review and analyze lift stay motions and related correspondence (1.5); strategize re witness needs and preparation issues (.5).
06/25/20	Gregory Tsonis	6.10	Research and analyze precedent and draft lift stay objection (4.3); correspond with opposing counsel re lift stay motions (.3); correspond with claimants re claims (1.5).
06/26/20	Rebecca Blake Chaikin	0.20	Correspond with K&E team re lift-stay motion.
06/26/20	Michael P. Esser	0.50	Correspond with G. Tsonis re lift stay issues.
06/26/20	Gregory Tsonis	8.90	Research and analyze precedent re lift stay objections (4.3); draft objection re same (4.0); correspond with opposing counsel re lift stay motions (.6).
06/29/20	Gregory Tsonis	6.70	Correspond with opposing counsel re lift stay motion (.5); research and analyze precedent and draft lift stay objections (5.6); draft correspondence re lift stay motions (.6).
06/30/20	Michael P. Esser	0.80	Correspond with G. Tsonis re Oxford lift stay opposition (.5); correspond with M. Slade re same (.3).
06/30/20	Michael B. Slade	1.40	Attend telephone conference with K&E team re Fischer lift stay motion (.5); attend telephone conference with working group re California case (.5); correspond with K&E team re lift stay matters (.4).
06/30/20	Gregory Tsonis	6.40	Correspond with opposing counsel re lift stay motions (.6); research and analyze precedent re same (1.3); draft motions re same (4.5).
<b>Total</b>		<b>71.10</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032375**

**Client Matter: 47223-9**

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**In the Matter of Non-Retail Business Operations / Contracts/ Vendor & Supplier Issues**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 334,115.00

Total legal services rendered

\$ 334,115.00

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Non-Retail Business Operations / Contracts/ Vendor &  
Supplier Issues

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Invoice Number: 1050032375  
Matter Number: 47223-9

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Margaret R. Alden	3.50	610.00	2,135.00
Lucas W. Brown	19.20	610.00	11,712.00
Chris Ceresa	9.90	610.00	6,039.00
Rebecca Blake Chaikin	97.30	1,085.00	105,570.50
Alistair Fatheazam	12.00	740.00	8,880.00
Julia R. Foster	2.10	340.00	714.00
Yates French	1.10	1,165.00	1,281.50
Jake William Gordon	21.00	845.00	17,745.00
Lanchi Huynh	2.70	1,305.00	3,523.50
Nick Krislov	26.90	740.00	19,906.00
Aisha P. Lavinier	0.20	1,135.00	227.00
Peter J. Mee	1.50	1,165.00	1,747.50
Lekha Menon	3.40	725.00	2,465.00
Adine Mitrani	13.60	965.00	13,124.00
Benjamin O'Connor	8.00	970.00	7,760.00
Kimberly Pageau	90.20	740.00	66,748.00
Miriam A. Peguero Medrano	0.80	740.00	592.00
Jessie Perlman	13.50	610.00	8,235.00
Adam V. Petravicius	3.70	1,245.00	4,606.50
Prentis Robinson	8.70	610.00	5,307.00
Nicholas Ruge	2.40	835.00	2,004.00
Michael B. Slade	9.00	1,395.00	12,555.00
Josh Sussberg, P.C.	6.30	1,635.00	10,300.50
Seth Traxler, P.C.	0.30	1,495.00	448.50
Allyson Smith Weinhouse	19.30	965.00	18,624.50
Aparna Yenamandra	1.60	1,165.00	1,864.00
<b>TOTALS</b>	<b>378.20</b>		<b>\$ 334,115.00</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Non-Retail Business Operations / Contracts/ Vendor &  
Supplier Issues

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Invoice Number: 1050032375  
Matter Number: 47223-9

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/16/20	Margaret R. Alden	0.60	Telephone conference with counsel, A. Smith Weinhouse, R. Chaikin re critical vendors motion (.4); correspond with counsel, A. Smith Weinhouse, R. Chaikin re same (.2).
05/17/20	Rebecca Blake Chaikin	0.30	Telephone conference with Alix re pre-petition and post-petition date invoice cutoff.
05/17/20	Allyson Smith Weinhouse	0.20	Telephone conference with Alix team, R. Chaikin re timing considerations.
05/18/20	Margaret R. Alden	1.00	Telephone conference with K&E team re ongoing business operations issues (.5); correspond with K&E team re same (.5).
05/18/20	Rebecca Blake Chaikin	1.50	Telephone conference with K&E team re brand issues (.5); telephone conference with Company, Alix re vendor issues (1.0).
05/18/20	Kimberly Pageau	0.90	Review, analyze precedent re vendor talking points (.5); draft and revise same (.4).
05/18/20	Michael B. Slade	1.60	Telephone conference with K&E team re brand issues (.5); review and revise documents (1.1).
05/18/20	Aparna Yenamandra	0.60	Telephone conference with K&E team re brand issue (.5); prepare for same (.1).
05/19/20	Margaret R. Alden	0.30	Correspond with vendor, K&E team re trade claimant issues.
05/19/20	Chris Ceresa	1.10	Revise operations in bankruptcy presentation (.9); correspond with A. Weinhouse re same (.2).
05/19/20	Rebecca Blake Chaikin	3.20	Correspond with Company and counsel to vendors re vendor questions (.3); analyze issues re same (.6) revise talking points for vendor inquiries (.7); telephone conference with Company re insurance matters (.6); daily telephone conference with Company, Alix re vendor issues (1.0).
05/19/20	Alistair Fatheazam	0.50	Telephone conference with vendor re outstanding issues.
05/19/20	Adine Mitrani	0.30	Correspond with AlixPartners re private label issues.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Non-Retail Business Operations / Contracts/ Vendor &  
Supplier Issues

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Invoice Number: 1050032375  
Matter Number: 47223-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/19/20	Kimberly Pageau	1.80	Review, revise vendor talking points (.3); review vendor inquiries (.3); correspond with K&E team re same (.2); attend supplier telephone conference with Company, K&E team (1.0).
05/20/20	Chris Ceresa	3.00	Review, revise operations in bankruptcy deck (2.8); correspond with Alix and A. Weinhouse re same (.2).
05/20/20	Rebecca Blake Chaikin	1.50	Correspond with M. Slade, JCP re marketing contract (.7); analyze same (.8).
05/20/20	Rebecca Blake Chaikin	1.00	Telephone conference with JCP, Alix re vendor issues.
05/20/20	Kimberly Pageau	1.20	Attend supplier telephone conference with K&E team, Company, Alix (.5); review, analyze critical vendor order (.3); correspond with K&E team re vendor matters (.4).
05/20/20	Allyson Smith Weinhouse	1.60	Telephone conference with B. Treadway, R. Chaikin re business operations (.9); telephone conference with supplier management committee team re vendor issues (.7).
05/21/20	Lucas W. Brown	1.60	Correspond with K&E team, Company's surety beneficiary and Alix re insurance, surety bond order (.6); research issues re same (.8); coordinate telephone conference re same (.2).
05/21/20	Rebecca Blake Chaikin	2.20	Correspond with Company re operations in bankruptcy questions (1.4); telephone conference with Company, Alix re vendor issues (.8).
05/21/20	Kimberly Pageau	0.50	Telephone conference with supplier management committee re vendor issues.
05/21/20	Allyson Smith Weinhouse	1.80	Telephone conference with SMC team re vendor issues (.8); correspond with Company, Alix team re multiple vendor outreach/inquiries (1.0).
05/22/20	Lucas W. Brown	5.30	Telephone conference with K&E team and Company surety beneficiary re bond agreement (.3); prepare for same (.2); research and analyze precedent re bond agreements (3.3); correspond with K&E team re same (.4); draft summary re same (1.1).

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Non-Retail Business Operations / Contracts/ Vendor &  
 Supplier Issues

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Invoice Number: 1050032375  
 Matter Number: 47223-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Rebecca Blake Chaikin	1.00	Correspond re vendor inquiries with Company and K&E team (.2); telephone conference re media contract with Company (.6); prepare for same (.2).
05/22/20	Aisha P. Lavinier	0.20	Review, analyze distribution center optimization plan.
05/22/20	Allyson Smith Weinhouse	0.50	Telephone conference with Company re surety claim (.3); follow up with Company re same (.2).
05/24/20	Margaret R. Alden	0.20	Correspond with K&E team re vendor trade agreement issues.
05/24/20	Rebecca Blake Chaikin	1.40	Correspond with Company re operating in bankruptcy questions (.8); revise deck re same (.6).
05/24/20	Seth Traxler, P.C.	0.10	Correspond with K&E team re Company's private brand merchandise.
05/25/20	Chris Ceresa	1.70	Revise bankruptcy in operations deck (1.5); correspond with K&E team re same (.2).
05/25/20	Rebecca Blake Chaikin	1.40	Revise operating in bankruptcy deck (.6); telephone conference with A. Yenamandra. A. Weinhouse, J. Gordon re open items (.8).
05/26/20	Chris Ceresa	0.30	Revise operations in bankruptcy presentation (.2); correspond with R. Chaikin re same (.1).
05/26/20	Chris Ceresa	1.00	Revise order for customer programs motion (.6); correspond with TX AG, K&E team and R. Chaikin re same (.4).
05/26/20	Rebecca Blake Chaikin	4.50	Correspond with Company re creditor inquiries, operating in bankruptcy and vendor questions (1.9); telephone conference with counsel to vendor re pre-petition claims (.3); correspond with Alix re same (.1); telephone conference with Company, Alix re supplier issues (.8); revise operations in bankruptcy deck (1.4).
05/26/20	Julia R. Foster	0.50	Draft motion re customer programs order.
05/26/20	Kimberly Pageau	1.90	Conference with Alix, K&E team re vendor issues (.4); correspond with K&E team, AlixPartners re same (1.5).
05/26/20	Allyson Smith Weinhouse	1.60	Telephone conference with Company, Alix re supplier management committee (1.0); correspond with K&E team, Alix re various vendor inquiries (.6).



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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Lucas W. Brown	1.90	Research and analyze executory contracts (1.3); correspond with K&E team re same (.3); draft summary re same (.3).
05/27/20	Chris Ceresa	1.10	Correspond with A. Weinhouse re customer programs order amendment (.1); review and analyze letters on docket (.8); correspond with R. Chaikin re same (.2).
05/27/20	Rebecca Blake Chaikin	3.20	Correspond with B. Treadway re operating in bankruptcy questions (.6); telephone conference with counsel to media vendor, Company re media contract (.7); telephone conference with Company re vendor contract (.3); daily telephone conference with Company, Alix re supplier issues (.8); analyze issues re same (.8).
05/27/20	Kimberly Pageau	1.20	Attend telephone conference with supplier committee re supplier issues (.8); correspond with vendors re vendor inquiries (.4).
05/28/20	Lucas W. Brown	0.40	Telephone conference with interested party re insurance claims (.2); telephone conference with Company surety beneficiary re claim against bond (.2).
05/28/20	Chris Ceresa	0.30	Correspond with U.S. Trustee, JW and K&E team re amended customer programs order.
05/28/20	Rebecca Blake Chaikin	1.20	Correspond with L. Menon re homestead operations questions (.1); correspond with Company, Alix re operations and vendor questions (1.1).
05/28/20	Peter J. Mee	1.50	Correspond with K&E team re strategy re reopening items.
05/28/20	Lekha Menon	0.80	Telephone conference with P. Mee re return to work issues (.5); correspond with Company re same (.3).
05/28/20	Lekha Menon	1.40	Correspond with B. O'Connor, K&E team re return to work issues.
05/28/20	Kimberly Pageau	1.50	Attend telephone conference with AlixPartners, Company, K&E team re vendor issues (1.0); correspond with K&E team re same (.5).
05/28/20	Allyson Smith Weinhouse	0.40	Correspond with L. Brown re surety matter (.2); review same (.2).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/29/20	Rebecca Blake Chaikin	1.70	Correspond with Alix, K&E team re vendor questions (.7); telephone conference with Company, Alix re supplier issues (1.0).
05/29/20	Alistair Fatheazam	1.80	Research re reclamation procedures (1.0); review, analyze reclamation motion precedent (.7); correspond with A. Weinhouse re same (.1).
05/29/20	Kimberly Pageau	4.40	Correspond with K&E team, AlixPartners re ongoing vendor issues (2.3); research re contract counterparty performance (2.1).
05/29/20	Allyson Smith Weinhouse	1.70	Review and correspond with Company re insurance operations (.7); telephone conference with Company re same (1.0).
05/29/20	Allyson Smith Weinhouse	0.70	Correspond with Company re contract extension.
05/30/20	Alistair Fatheazam	0.80	Research re reclamation procedures (.6); correspond with A. Weinhouse and T. Smith re same (.2).
05/30/20	Yates French	1.10	Research re executory contracts issues.
05/30/20	Jessie Perlman	1.00	Review and analyze vendor contract addendum (.7); correspond with A. Mitrani re same (.3).
05/30/20	Allyson Smith Weinhouse	0.60	Telephone conference with Company, counsel re contract extension (.3); revise document re same (.2); correspond with Company re same (.1).
05/31/20	Rebecca Blake Chaikin	0.80	Correspond with vendor counsel re inquiries.
05/31/20	Jessie Perlman	0.50	Review and analyze vendor contract.
05/31/20	Seth Traxler, P.C.	0.20	Review, analyze vendor contract.
06/01/20	Rebecca Blake Chaikin	4.10	Correspond with vendor counsel re critical vendor relief (.3); analyze supplier contract issues (1.1); correspond with K. Pageau, Company, Alix re same (.4); daily telephone conference with Company, Alix, K&E team re supplier issues (.8); correspond with Company re operational questions (.7); telephone conference with J. Bernbrock re trade terms (.8).
06/01/20	Alistair Fatheazam	1.40	Draft reclamation letters (.7); correspond with A. Weinhouse and T. Smith re same (.2); review precedent re same (.5).

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06/01/20	Adine Mitrani	0.70	Conference with J. Perlman re vendor bankruptcy addendum (.4); review and revise follow-up questions for vendor (.3).
06/01/20	Kimberly Pageau	2.50	Correspond and conferences with K&E team, Company re vendor matters.
06/02/20	Rebecca Blake Chaikin	3.30	Telephone conference with counsel re vendor issue (.5); correspond with Company re operational questions (.9); telephone conference with Company, Alix, K&E team re supplier issues (1.3); telephone conference with S. Van Aalten re Nike (.2); analyze supplier contract issues (.4).
06/02/20	Alistair Fatheazam	1.00	Draft responses to reclamation letters.
06/02/20	Kimberly Pageau	3.20	Telephone conferences with K&E team, vendors re vendor and trade issues (1.8); correspond with K&E team and vendors re same (1.4).
06/02/20	Adam V. Petravicius	0.50	Review and analyze vendor issues (.4); correspond with A. Mitrani re same (.1).
06/03/20	Rebecca Blake Chaikin	2.40	Correspond with Company, vendor counsel re trade terms request (.2); telephone conference with K&E team re software agreement (.9); telephone conference with Company, Alix re same (.5); analyze issues re same (.4); correspond with Company, advisors re operational questions (.4).
06/03/20	Alistair Fatheazam	1.20	Draft and revise responses to reclamation letters.
06/03/20	Kimberly Pageau	1.50	Telephone conferences with Company, K&E team re vendor matters (.7); correspond with Company and K&E team re same (.8).
06/03/20	Jessie Perlman	1.50	Attend telephone conference with working group re vendor contracts (1.0); review and analyze correspondence re same (.5).
06/03/20	Adam V. Petravicius	0.70	Telephone conferences with working group re vendor issues (.5); review and analyze same (.2).
06/03/20	Allyson Smith Weinhouse	0.50	Telephone conference with surety re bond issues (.3); correspond with L. Brown re same (.2).

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06/04/20	Rebecca Blake Chaikin	1.90	Correspond with Company, vendor counsel re trade terms requests (.2); telephone conference with working group re Expeditors (.3); daily telephone conference with Company, Alix, K&E team re supplier issues (1.3); telephone conference with R. Robbins re 503(b)(9) claims (.1).
06/04/20	Alistair Fatheazam	0.70	Draft reclamation response letters (.5); review, analyze reclamation demands re same (.2).
06/04/20	Kimberly Pageau	4.10	Telephone conferences with Company, K&E team, vendors re vendor matters (1.4); correspond with Company, K&E team and vendors re same (1.4); review, revise vendor trade agreement precedent (.8); review, analyze vendor issues and correspond with K&E team re same (.5).
06/05/20	Rebecca Blake Chaikin	1.90	Telephone conferences with vendor counsel re trade terms (.8); correspond with Company, Alix re operations questions (1.1).
06/05/20	Alistair Fatheazam	1.20	Draft responses to reclamation demands.
06/05/20	Kimberly Pageau	5.00	Telephone conferences with K&E team, Company re vendor issues (.6); telephone conference with vendor re same (.3); review, analyze vendor issues (1.3); correspond with K&E team, AlixPartners re same (1.3); draft vendor agreement (1.5).
06/05/20	Michael B. Slade	0.70	Correspond with K&E team re contracts (.5); review materials re same (.2).
06/08/20	Lucas W. Brown	0.70	Correspond with K&E team re same (.2); correspond with Company surety bond beneficiary re settlement (.3); correspond with K&E team re same (.2).
06/08/20	Rebecca Blake Chaikin	2.10	Correspond with K. Pageau, A. Yenamandra re supplier issues (.5); daily telephone conference with Company, Alix, K&E team re supplier issues (.9); telephone conference with J. Bernbrock re trade terms (.3); review trade terms agreement (.4).
06/08/20	Alistair Fatheazam	0.80	Review, revise and send reclamation response letters.
06/08/20	Adine Mitrani	0.80	Analyze existing vendor agreements.

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06/08/20	Kimberly Pageau	3.20	Conferences and correspond with K&E team, vendors re ongoing vendor and trade matters.
06/08/20	Jessie Perlman	1.50	Review vendor addendums (1.0); correspond with K&E team re same (.5).
06/08/20	Aparna Yenamandra	0.60	Correspond with working group re vendor issues.
06/09/20	Lucas W. Brown	2.40	Correspond with K&E team and Company surety bond beneficiary re Company surety bond (.8); draft and revise stipulation re same (1.6).
06/09/20	Rebecca Blake Chaikin	2.80	Telephone conferences with Company, Alix re Nike negotiations (.8); telephone conferences with Nike counsel, UCC re same (.9); correspond with same re same (.2); telephone conference with K. Pageau, opposing counsel re contract renegotiation (.5); daily telephone conference with Company, Alix, K&E team re supplier issues (.4).
06/09/20	Kimberly Pageau	2.80	Review, revise critical vendor order (.2); review, analyze vendor issues (.5); correspond with K&E team, working group re same (1.8); conference with vendors re vendor matters, agreement (.3).
06/09/20	Jessie Perlman	0.50	Review and analyze vendor contracts.
06/10/20	Rebecca Blake Chaikin	1.20	Telephone conference with Nike counsel re trade terms negotiation (.3); correspond with same, Company, K&E team, Alix re same (.4); telephone conference with J. Sussberg, A. Yenamandra re same (.5).
06/10/20	Adine Mitrani	2.80	Evaluate existing vendor agreements and revise vendor addenda.
06/10/20	Kimberly Pageau	5.40	Review, analyze vendor issues (2.5); telephone conferences with K&E team, Company, AlixPartners re same (.9); correspond with K&E team, Company and AlixPartners re same (1.0); review, revise critical vendor order and correspond with working group re same (1.0).
06/10/20	Jessie Perlman	2.50	Review and analyze vendor contracts and addendum (2.0); correspond with A. Mitrani re same (.5).

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06/10/20	Adam V. Petravicius	0.50	Review and draft revisions to vendor addendum (.3); correspond with vendor re same (.2).
06/10/20	Prentis Robinson	0.50	Research re executory contract (.3); correspond with M. Alden re same (.2).
06/10/20	Josh Sussberg, P.C.	1.20	Telephone conference with management re status (.6); telephone conference with R. Chaikin, M. Slade and A. Yenamandra re hearing (.6).
06/11/20	Rebecca Blake Chaikin	1.70	Telephone conferences with Company, Nike counsel re trade terms (.4); correspond with J. Gordon, N. Krislov, Company re Nike 9019 (.9); review proposed Nike agreement (.4).
06/11/20	Alistair Fatheazam	2.00	Correspond with K&E team and correspond and telephone conference with Alix re reclamation demand (.6); review, analyze correspondence re same (.5); revise reclamation response letter (.4); correspond with vendor counsel and third parties re reclamation response (.5).
06/11/20	Julia R. Foster	0.50	Draft 9019 motion.
06/11/20	Julia R. Foster	0.30	Draft 9019 seal motion.
06/11/20	Jake William Gordon	0.90	Correspond with R. Chaikin and K&E team re Vendor issue (.4); review materials re same (.5).
06/11/20	Nick Krislov	3.80	Draft, revise 9019 settlement motion (2.8); review, analyze trade agreement re same (.6); correspond with K&E team re same (.4).
06/11/20	Adine Mitrani	1.40	Telephone conference with Company re vendor addenda (.5); prepare for same (.2); telephone conference with Y. Dard re proposed language (.7).
06/11/20	Kimberly Pageau	3.20	Review, analyze ongoing vendor matters (2.0); conferences with K&E team, Company, advisors re same (.6); correspond with K&E team, Company, advisors re same (.6).
06/11/20	Jessie Perlman	1.00	Attend telephone conference with K&E team re vendor addendums (.5); review updated vendor addendums (.5).
06/11/20	Adam V. Petravicius	0.50	Telephone conference with Company re vendor.
06/11/20	Josh Sussberg, P.C.	0.20	Correspond with D. Fiorillo re Sephora.

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06/11/20	Josh Sussberg, P.C.	0.50	Attend telephone conference re Nike with Company (.3); correspond with Nike and UCC re same (.2).
06/11/20	Aparna Yenamandra	0.40	Telephone conference re key vendor issues.
06/12/20	Lucas W. Brown	0.60	Research and analyze precedent re executory contracts (.4); correspond with KE team re same (.2).
06/12/20	Rebecca Blake Chaikin	7.90	Telephone conference with Company, Alix, K&E team re supplier issues (.5); correspond with Company re operations and contracts questions (1.2); revise Nike agreement (1.7); telephone conference with Company re same (.5); telephone conferences with Nike counsel re same (.6); correspond with same and Company re same (1.4); telephone conference with M. Cavanaugh re same (.5); telephone conference with B. Kinney re same (.3); correspond with J. Gordon, N. Krislov re 9019 pleadings re same (1.2).
06/12/20	Jake William Gordon	7.80	Review, analyze issues re Nike settlement (2.4); draft motion re same (3.9); correspond with K&E team re same (.9); revise motion re same (.6).
06/12/20	Nick Krislov	6.00	Draft, revise 9019 settlement motion (3.1); correspond with K&E team re same (.4); review, analyze settlement agreement updates (.4); update, revise sealing motion (1.7); research, analyze case law re same (.4).
06/12/20	Adine Mitrani	0.30	Review and finalize vendor addenda.
06/12/20	Kimberly Pageau	1.70	Review, analyze vendor matters (1.0); conferences with K&E team, Company re same (.7).
06/12/20	Prentis Robinson	2.10	Prepare motion to seal re Nike settlement agreement (1.1); review precedent re same (1.0).
06/12/20	Josh Sussberg, P.C.	0.70	Correspond with K&E team, UCC re Nike agreement.



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06/13/20	Rebecca Blake Chaikin	12.70	Correspond with Company, K&E team, Alix, S. Van Aalten, Milbank, Nike counsel re Nike 9019 motion and preference analysis (4.2); revise 9019 motion and motion to seal (6.3); telephone conference with J. Useforge re same (.4); telephone conference with M. Slade, J. Gordon re same (.4); telephone conference with Milbank re same (.2); telephone conferences with Alix, JW re preference analysis (.6); correspond with same and Company re same (.6).
06/13/20	Jake William Gordon	1.90	Review, revise Nike settlement motion.
06/13/20	Nick Krislov	2.80	Telephone conference with K&E team re settlement motion and declarations (.4); update, revise settlement motion (.4); draft, revise presentation re settlement motion (1.8); correspond with K&E team re same (.2).
06/13/20	Benjamin O'Connor	1.40	Prepare outline for direct examination of Robb McWilliams in support of motion to approve settlement agreement between Nike and Company.
06/13/20	Benjamin O'Connor	2.20	Attend telephone conference with R. Chaikin, M. Slade, J. Gordon, N. Ruge and others re settlement agreement between Nike and Company as well as motion to approve same (.5); review and analyze settlement agreement (.4); review and analyze Company litigation schedule re Nike (.4); review, analyze and revise motion to approve settlement agreement between Nike and Company (.9).
06/13/20	Prentis Robinson	0.30	Telephone conference with K&E team re Nike settlement.
06/13/20	Nicholas Ruge	0.60	Correspond with R. Chaikin, M. Slade re Nike critical vendor motion (.4); analyze draft correspondence and diligence tracker for independent directors (.1); correspond with B. O'Connor re Nike critical vendor hearing (.1).
06/13/20	Michael B. Slade	2.10	Attend telephone conference with K&E team re Nike issues (.4); review and revise brief (1.3); review and revise hearing preparation (.4).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/20	Rebecca Blake Chaikin	2.90	Revise settlement motion and sealing motion (1.4); telephone conferences with L. Hunyh, B. Treadway re cleansing issue re same (.6); telephone conference with S. Van Aalten re preference analysis (.2); correspond with Milbank, K&E re lender approval re Nike agreement (.7).
06/14/20	Jake William Gordon	1.50	Review, revise Nike settlement motion and order.
06/14/20	Lanchi Huynh	2.70	Telephone conferences with Milbank and K&E teams re matters relating to Nike motion (.5); review and comment on Nike motion (1.6); review matters relating to same (.4); correspond with Milbank re cleansing and disclosure re same (.2).
06/14/20	Nick Krislov	6.80	Update, revise 9019 motion (1.1); prepare 9019 motion for filing (.6); draft, revise 9019 motion hearing presentation (2.4); correspond with K&E team re same (.6); draft, revise talking points re 9019 motion (1.7); correspond with K&E team re same (.4).
06/14/20	Benjamin O'Connor	2.90	Review and analyze motion to approve settlement agreement between Nike and Company (.8); review and analyze preference analysis re payments to Nike (.4); prepare outline for direct examination of Robb McWilliams in support of motion to approve settlement agreement between Nike and Company (1.7).
06/14/20	Nicholas Ruge	1.80	Review draft Nike motion (.6); draft and revise direct examination of R. McWilliams re Nike settlement hearing (1.2).
06/14/20	Michael B. Slade	1.90	Review and revise materials re Nike (.8); revise outline for hearing (.7); correspond with K&E team re same (.4).

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06/15/20	Rebecca Blake Chaikin	7.80	Coordinate filing of Nike 9019 motions (.6); correspond re same with UCC, Company (.8); telephone conferences with S. Van Aalten re same (.4); telephone conference re preparations for hearing re same with K&E team, JW (.5); analyze issues re same (.6); review outline for J. Mesterharm direct re same (.5); review vendor agreement (.2); correspond with K. Pageau re same (.2); daily telephone conference with Company, Alix, K&E team re supplier issues (1.0); telephone conferences with vendors counsel re supplier trade terms (1.0); telephone conference with Company re same (.3); correspond with Company re miscellaneous operating questions (1.7).
06/15/20	Jake William Gordon	1.40	Telephone conferences with Company re payment issues.
06/15/20	Jake William Gordon	1.80	Revise Nike pleadings (1.3); correspond with K&E team re same (.5).
06/15/20	Nick Krislov	2.50	Update, revise 9019 motion hearing presentation (1.3); correspond with R. Chaikin re same (.2); update, revise talking points re same (.7); correspond with K&E team re same (.3).
06/15/20	Lekha Menon	1.20	Attend telephone conference with M. Slade, Company, advisors and Milbank re vendor agreement (.5); analyze same (.5); correspond with M. Slade, S. Hudson re same (.2).
06/15/20	Benjamin O'Connor	0.80	Review and analyze outline for direct examination of Robb McWilliams in support of motion to confirm Nike trade agreement (.3); attend telephone conference with Robb McWilliams, M. Slade, R. Chaikin, and N. Ruge re preparation for testimony in support of motion to confirm Nike trade agreement (.5).
06/15/20	Kimberly Pageau	1.10	Telephone conferences with K&E team, Company re ongoing vendor issues (.3); correspond with K&E team and Company re same (.3); telephone conference with K&E team and Company re same (.5).

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06/15/20	Michael B. Slade	2.30	Review and analyze Nike prep (.9); attend telephone conference with K&E team re schedules (.3); review materials re same (.2); attend telephone conference with Company and advisors re vendor (.5); review materials re same (.4).
06/15/20	Josh Sussberg, P.C.	0.30	Correspond with K&E team re Nike.
06/16/20	Lucas W. Brown	1.10	Correspond with K&E team, Company, and Company surety bond beneficiary re stipulation (.4); draft and revise same (.7).
06/16/20	Rebecca Blake Chaikin	4.70	Draft talking points for Nike hearing (2.3); present at hearing (.8); prepare for same (.3); telephone conference with counsel to Nike (.2); correspond with counsel to Nike and Company re delivery of goods (.7); daily telephone conference with Company, Alix, K&E team re supplier issues (.4).
06/16/20	Adine Mitrani	0.50	Review and evaluate settlement agreement (.3); telephone conference with S. Traxler and A. Petravicius re next steps (.2).
06/16/20	Kimberly Pageau	1.10	Telephone conferences with K&E team, Company re ongoing vendor issues.
06/16/20	Jessie Perlman	1.00	Attend telephone conference re IP contract assumption and assignment.
06/16/20	Michael B. Slade	0.40	Review vendor issues.
06/17/20	Rebecca Blake Chaikin	3.80	Telephone conference with counsel to Nike re goods shipments (.2); correspond with Company re same (.2); correspond with Alix re critical vendor dollars approval process (.4); telephone conference with K. Pageau, Alix re fixtures supplier issue (.4); telephone conference with R. Robbins, K. Pageau, vendor counsel re supplier issues (.5); correspond with Company, Alix re operating questions (.8); telephone conference with D. Bullington re escheatment questions (.6); telephone conference with Company, Alix re same (.3); prepare for same (.4).
06/17/20	Alistair Fatheazam	0.60	Draft, coordinate service of reclamation response letter.

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06/17/20	Kimberly Pageau	4.90	Correspond with K&E team, AlixPartners re critical vendor matters, business operations (3.5); correspond with vendor re trade agreement (.3); attend telephone conference with AlixPartners, Company re same (.7); conference with vendor, K&E team re trade terms (.4).
06/17/20	Josh Sussberg, P.C.	3.40	Telephone conference with management re outstanding issues (1.0); telephone conference with UCC re same (.6); telephone conference with Fortress re real estate (.4); correspond with K&E team re same (.4); telephone conference with Company, Lazard and B. Riley re landlord matters (.7); correspond with K&E team re DIP amendment (.3).
06/18/20	Chris Ceresa	0.30	Review de minimis asset sale motion.
06/18/20	Kimberly Pageau	3.40	Telephone conferences with various vendors re ongoing trade (1.9); correspond with various vendors re same (.8); telephone conference with AlixPartners, K&E team re vendor matters (.7).
06/18/20	Allyson Smith Weinhouse	0.90	Review, analyze vendor outreach/matters.
06/19/20	Kimberly Pageau	3.10	Correspond with vendors, K&E team re ongoing vendor matters.
06/19/20	Prentis Robinson	0.60	Draft stipulation and agreed order re PBGC claims.
06/22/20	Lucas W. Brown	1.30	Telephone conference with Company surety beneficiary re stipulation (.2); correspond with K&E team re same (.2); review and analyze precedent re same (.9).
06/22/20	Rebecca Blake Chaikin	2.00	Telephone conference with vendor counsel re trade terms (.5); review media supplier agreement (.4); telephone conference with Company re same (.6); correspond with K. Pageau re same (.1); correspond with K&E team, Company re operating questions (.4).
06/22/20	Julia R. Foster	0.50	Draft stipulation re surety bond.
06/22/20	Adine Mitrani	1.50	Review and evaluate settlement agreement (.8); summarize findings and analysis for IP team (.7).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Non-Retail Business Operations / Contracts/ Vendor &  
Supplier Issues

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Invoice Number: 1050032375  
Matter Number: 47223-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/20	Kimberly Pageau	1.90	Telephone conferences with AlixPartners, K&E team re vendor and contract issues (1.0); attend supplier committee telephone conference with Company (.9).
06/22/20	Prentis Robinson	0.70	Correspond with Company, A. Yenamandra and K&E team re stipulation with PBGC.
06/22/20	Allyson Smith Weinhouse	1.00	Correspond with K&E team, Alix re vendor issues.
06/23/20	Lucas W. Brown	1.90	Correspond with K&E team and Company surety beneficiary re stipulation (.4); draft and revise same (1.1); review and analyze precedent re same (.4).
06/23/20	Chris Ceresa	0.40	Telephone conference with vendor and K. Pageau re outstanding issues and amendment to contract.
06/23/20	Rebecca Blake Chaikin	1.40	Correspond with JW, K&E team, Nike re 9019 Nike objection deadline (.3); review CNO and proposed order re same (.3); correspond with K&E team re open operating in bankruptcy questions (.8).
06/23/20	Julia R. Foster	0.30	Prepare Nike 9019 final order.
06/23/20	Jake William Gordon	0.90	Correspond with Company re consignment issues.
06/23/20	Benjamin O'Connor	0.70	Prepare exhibit list for motion on final order approving trade agreement with Nike (.2); correspond with R. Chaikin, K&E team and R. McWilliams re preparation for potential hearing on motion for final order (.5).
06/23/20	Kimberly Pageau	4.70	Telephone conferences with AlixPartners, vendors, K&E team re various vendor matters (1.5); review, analyze vendor issues (2.2); telephone conference with supplier management committee re ongoing vendor issues (1.0).
06/23/20	Prentis Robinson	0.20	Correspond with Company, K&E team, PBGC re stipulation and order.
06/23/20	Allyson Smith Weinhouse	1.00	Correspond with Company, Alix team re various vendor matters (.6); analyze same (.4).
06/24/20	Margaret R. Alden	1.40	Review, analyze executory contract re SOW issues (.2); research re same (.9); correspond with Alix, K. Pageau, K&E team re same (.3).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Non-Retail Business Operations / Contracts/ Vendor &  
Supplier Issues

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Invoice Number: 1050032375  
Matter Number: 47223-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Lucas W. Brown	0.90	Draft and revise stipulation re Company surety beneficiary (.6); correspond with K&E team and Company re same (.3).
06/24/20	Rebecca Blake Chaikin	1.10	Telephone conference with Nike counsel re 9019 order (.3); correspond with Alix, K. Pageau re contract rejection questions (.6); telephone conference with D. Fiorillo re RTV rights (.2).
06/24/20	Jake William Gordon	2.10	Correspond with Company, vendors re consignment payments.
06/24/20	Adine Mitrani	0.80	Prepare for and participate in telephone conference re brand issues.
06/24/20	Adine Mitrani	0.50	Telephone conference with C. Ray re settlement agreement.
06/24/20	Kimberly Pageau	4.90	Telephone conferences with K&E team, Company re vendor issues and executory contracts (1.1); correspond with K&E team and Company re same (1.0); analyze issues re same (2.5); attend supplier committee telephone conference with Company (.3).
06/24/20	Miriam A. Peguero Medrano	0.80	Review vendor contract (.5); correspond with A. Weinhouse re same (.2); correspond with Company re same (.1).
06/24/20	Jessie Perlman	1.00	Review and analyze vendor contracts.
06/24/20	Prentis Robinson	0.40	Draft stipulation and order (.2); correspond with PBGC re same (.2).
06/24/20	Allyson Smith Weinhouse	1.60	Review and correspond re vendor issues.
06/25/20	Rebecca Blake Chaikin	1.40	Correspond with K&E team, Alix re critical vendor dollar requests (.9); telephone conference with Alix re contracts questions (.5).
06/25/20	Jake William Gordon	2.10	Correspond with Company and consignors re ongoing analysis.
06/25/20	Kimberly Pageau	4.50	Telephone conference with Hilco and Gordon Brothers re RTV rights (.2); telephone conference with Alix re cure claim budget (.5); analyze various vendor issues (2.9); correspond with K&E team, Alix re same (.9).
06/25/20	Allyson Smith Weinhouse	0.20	Correspond with M. Peguero-Medrano re stipulation.



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Non-Retail Business Operations / Contracts/ Vendor &  
Supplier Issues

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Invoice Number: 1050032375  
Matter Number: 47223-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/20	Lucas W. Brown	0.30	Correspond with K&E team and Company surety beneficiary re joint stipulation and order (.1); review and revise same (.2).
06/26/20	Chris Ceresa	0.40	Correspond with Company re rent deferral motion compliance (.2); telephone conference with Company, advisors and R. Chaikin re operations issues (.2).
06/26/20	Rebecca Blake Chaikin	0.60	Telephone conference with J. DePaul re vendor question (.2); telephone conference with Company, Alix, K&E team re supplier issues (.4).
06/26/20	Kimberly Pageau	4.00	Analyze various vendor issues (3.1); correspond with Alix, K&E team re same (.5); attend supplier management conference with Company re same (.4).
06/26/20	Prentis Robinson	1.80	Review master service agreement and related schedules (.5); research re section 365 (.4); prepare analysis re same (.9).
06/26/20	Allyson Smith Weinhouse	2.00	Analyze various vendor issues (1.1); correspond with Alix, K&E team re same (.5); attend supplier management telephone conference with Company re same (.4).
06/27/20	Lucas W. Brown	0.80	Draft and revise stipulation re Company surety beneficiary (.6); correspond with K&E team re same (.2).
06/27/20	Rebecca Blake Chaikin	0.60	Analyze issue re insurance proceeds (.4); telephone conference with L. Walton re same (.2).
06/27/20	Prentis Robinson	1.10	Review master service agreement and related schedules (.3); revise analysis re same (.8).
06/27/20	Allyson Smith Weinhouse	0.20	Correspond with L. Brown re surety matters.
06/28/20	Kimberly Pageau	0.80	Review, analyze research re severability of executory contracts.
06/28/20	Jessie Perlman	0.50	Correspond with K&E team re vendor contracts.
06/28/20	Prentis Robinson	1.00	Revise analysis re executory contract (.8); correspond with K. Pageau re same (.2).
06/29/20	Rebecca Blake Chaikin	1.00	Telephone conference with D. Bullington re unclaimed property (.5); telephone conference with Alix re contracts questions (.5).
06/29/20	Jake William Gordon	0.40	Correspond with consignor re payment.

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Non-Retail Business Operations / Contracts/ Vendor &  
 Supplier Issues

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Invoice Number: 1050032375  
 Matter Number: 47223-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/20	Nick Krislov	2.60	Research, analyze issues re consignment (2.3); correspond with J. Gordon re same (.3).
06/29/20	Kimberly Pageau	3.50	Analyze various ongoing vendor and trade matters (2.5); correspond with K&E team re same (.6); telephone conference with Company re vendor issues (.4).
06/29/20	Kimberly Pageau	0.50	Participate in weekly telephone conference with K&E team, Alix re contracts.
06/29/20	Jessie Perlman	1.00	Review and analyze vendor contracts (.5); correspond with K&E team re same (.5).
06/29/20	Allyson Smith Weinhouse	1.80	Review, analyze vendor issues (1.4); telephone conference with Company re same (.4).
06/30/20	Chris Ceresa	0.30	Correspond with Company and landlords re insurance issues.
06/30/20	Rebecca Blake Chaikin	3.10	Review stipulation re surety bond (.4); telephone conference with M. Slade and local counsel re expired checks issue (.5); correspond with K. Pageau, A. Weinhouse re vendor and contract questions (1.3); review unclaimed property response letter (.3); telephone conference re vendor question with K&E team, Company, Alix (.4); review U.S. Trustee stipulation re cash management (.2).
06/30/20	Jake William Gordon	0.20	Review consignment issues.
06/30/20	Nick Krislov	2.40	Telephone conference with Alix, J. Gordon re drop ship and consignment vendors (.2); research, analyze issues re same (2.0); correspond with J. Gordon re same (.2).
06/30/20	Adine Mitrani	4.00	Review and evaluate vendor agreements (2.0); telephone conference with IP team re same (.5); telephone conference with K&E team re rejections process and share findings with Alix team (1.0); telephone conference with IP team re settlement agreement (.5).
06/30/20	Kimberly Pageau	3.60	Review, analyze various vendor and contract issues (2.1); correspond with vendors, K&E team re same (.8); telephone conference with Company re ongoing vendor issues (.7).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Non-Retail Business Operations / Contracts/ Vendor &  
Supplier Issues

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Invoice Number: 1050032375  
Matter Number: 47223-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Kimberly Pageau	2.20	Review, analyze executory contracts (1.1); conference with AlixPartners re contract issues (.6); correspond with K&E team re executory contract rejection timelines and issues (.5).
06/30/20	Jessie Perlman	1.50	Review vendor license agreement and discuss same with A. Petravicius and A. Mitrani (1.0); attend telephone conference with K&E team re settlement agreement (.5).
06/30/20	Adam V. Petravicius	1.50	Review and analyze data provisions in vendor contract being considered for rejection (.2); review and analyze summaries of IP ownership questions and patent settlement agreement (.5); correspond with A. Mitrani re same (.3); telephone conference with C. Ray, J. Schweitzer, A. Mitrani and J. Perlman re settlement agreement (.5).
06/30/20	Allyson Smith Weinhouse	1.00	Correspond with M. Peguero-Medrano re stipulation (.2); correspond with K&E team, Alix re contract assessments (.8).
<b>Total</b>		<b>378.20</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032376**

**Client Matter: 47223-10**

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**In the Matter of Retail Business Operations / Unexpired Leases / GOB Sales**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 1,275,256.50

Total legal services rendered

\$ 1,275,256.50

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Retail Business Operations / Unexpired Leases / GOB  
Sales

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Invoice Number: 1050032376  
Matter Number: 47223-10

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
April B. Abrams	6.00	460.00	2,760.00
Margaret R. Alden	10.00	610.00	6,100.00
Tyler Bartholome	21.30	610.00	12,993.00
Scott A. Berger, P.C.	0.40	1,595.00	638.00
Curt E. Bersche	11.60	375.00	4,350.00
Jessica Bihl	48.70	845.00	41,151.50
Andres Cantero Jr.	4.00	845.00	3,380.00
John G. Caruso	7.00	1,385.00	9,695.00
Chris Ceresa	140.70	610.00	85,827.00
Rebecca Blake Chaikin	158.00	1,085.00	171,430.00
Daniel Cho	5.20	965.00	5,018.00
Jacob R. Clark	35.20	965.00	33,968.00
Lizbeth Cordova	55.80	610.00	34,038.00
Ian Craig	72.70	1,135.00	82,514.50
Allyson N. Dillon	4.00	610.00	2,440.00
Justin C. Elliott	10.70	1,195.00	12,786.50
Alistair Fatheazam	8.70	740.00	6,438.00
Josh Fintel	13.10	740.00	9,694.00
Jake Flood	22.90	740.00	16,946.00
Julia R. Foster	3.60	340.00	1,224.00
John Thomas Goldman	97.40	1,195.00	116,393.00
Vanessa Gomez	54.20	740.00	40,108.00
Jake William Gordon	27.30	845.00	23,068.50
Jason Niels Grover	18.50	610.00	11,285.00
Lanchi Huynh	1.70	1,305.00	2,218.50
Sohil Khurana	24.30	740.00	17,982.00
Talia Krause	71.00	610.00	43,310.00
Nick Krislov	4.20	740.00	3,108.00
Will Lawley	14.70	845.00	12,421.50
Andrew Levy	2.50	275.00	687.50
Neal Loughery	27.90	740.00	20,646.00
Mike Lowes	8.00	845.00	6,760.00

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Retail Business Operations / Unexpired Leases / GOB  
Sales

Invoice Number: 1050032376  
Matter Number: 47223-10

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Mahoney	2.80	610.00	1,708.00
Tiffany T. Mason	30.80	740.00	22,792.00
Benjamin J. Meyer	16.60	610.00	10,126.00
Adine Mitrani	2.40	965.00	2,316.00
Puja Narain	42.80	610.00	26,108.00
Tyler E. Neal	12.20	740.00	9,028.00
Thomas P. O'Connor	0.30	1,035.00	310.50
Kimberly Pageau	1.10	740.00	814.00
Tarah Lorraine Perkins	27.80	610.00	16,958.00
Callie Jones Poorman	40.00	845.00	33,800.00
Jeffrey S. Rheeling	7.00	1,385.00	9,695.00
Prentis Robinson	0.30	610.00	183.00
Alexander Romano	75.30	610.00	45,933.00
Nicholas Ruge	5.60	835.00	4,676.00
Tana Ryan, P.C.	1.00	1,395.00	1,395.00
Jonathan A. Schechter, P.C.	24.30	1,525.00	37,057.50
Stephanie Goldkopf Scheer	0.50	740.00	370.00
Matthew A. Schroth	55.60	740.00	41,144.00
Christian Semonsen	6.00	1,235.00	7,410.00
Jennifer Sheehan	22.90	1,275.00	29,197.50
Michael B. Slade	4.30	1,395.00	5,998.50
Al Stemp, P.C.	1.10	1,415.00	1,556.50
Josh Sussberg, P.C.	3.90	1,635.00	6,376.50
Christopher Thomas, P.C.	0.90	1,215.00	1,093.50
Andrew R. Van Noord, P.C.	38.30	1,395.00	53,428.50
Logan Weissler	0.50	740.00	370.00
Lydia Yale	1.60	275.00	440.00
Aparna Yenamandra	10.70	1,165.00	12,465.50
Samuel Zaretsky	41.30	845.00	34,898.50
Eric Zhi	10.20	740.00	7,548.00
Victoria M. Zhou	8.00	1,085.00	8,680.00
<b>TOTALS</b>	<b>1,487.40</b>		<b>\$ 1,275,256.50</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Retail Business Operations / Unexpired Leases / GOB  
Sales

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Invoice Number: 1050032376  
Matter Number: 47223-10

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/17/20	Ian Craig	0.50	Correspond with K&E team re landlord term sheets.
05/17/20	Alistair Fatheazam	1.50	Draft store closing motion (.8); review, analyze engagement letter re same (.7).
05/17/20	John Thomas Goldman	1.50	Correspond with advisor team re sublease issues (.5); review lease term sheet (1.0).
05/18/20	Chris Ceresa	7.50	Review and revise store closing procedures motion (3.9); correspond with K&E team including R. Chaikin re various real estate issues (2.6); telephone conferences with Company, advisors, and K&E team re various real estate issues (1.0).
05/18/20	Rebecca Blake Chaikin	2.90	Correspond re real estate and store closing action items with K&E team, Alix, Company (1.7); telephone conference with K&E team re same (.3); revise landlord letter and call script (.9).
05/18/20	Ian Craig	2.00	Review and revise lease term sheet (1.0); correspond with K&E team re same (.5); review and analyze LOI precedent (.5).
05/18/20	John Thomas Goldman	5.00	Telephone conferences with Company, advisor teams and K&E team re coordinating lease negotiation process (3.0); review and analyze lease operational issues (.5); telephone conferences with advisor group re same (1.5).
05/18/20	Andrew Levy	2.50	Organize, revise lease review chart.
05/18/20	Thomas P. O'Connor	0.30	Review, analyze lease term sheet precedent.
05/18/20	Tana Ryan, P.C.	1.00	Telephone conference re real estate process.
05/18/20	Aparna Yenamandra	1.00	Telephone conference with working group re real estate workstreams (.4); correspond re landlord communications (.6).
05/19/20	Chris Ceresa	2.60	Correspond with R. Chaikin and Alix re various real estate issues.



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Retail Business Operations / Unexpired Leases / GOB  
Sales

Invoice Number: 1050032376  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/19/20	Rebecca Blake Chaikin	1.70	Correspond with Joele Frank, Alix, real estate advisors re landlord script (.3); telephone conference with Jason Walker re store closing motion (.2); correspond with K&E team re same (.2); telephone conference with Milbank, Houlihan, K&E team, Alix, real estate advisors re real estate matters coordination (.4); correspond with K&E team re same (.6).
05/19/20	Ian Craig	0.50	Correspond with K&E team re real estate diligence matters.
05/19/20	John Thomas Goldman	7.00	Review and analyze landlord letter (1.1); coordinate operations re same (2.9); review and analyze lease negotiation strategy issues (3.0).
05/19/20	John Thomas Goldman	1.00	Conference with K&E team re real estate workstream plans.
05/19/20	Lanchi Huynh	1.40	Review, analyze landlord call script.
05/19/20	Josh Sussberg, P.C.	0.60	Correspond re real estate matters.
05/20/20	Chris Ceresa	4.00	Draft timeline re store closing and lease rejection (3.8); correspond with R. Chaikin re same (.2).
05/20/20	Chris Ceresa	0.30	Telephone conference with Company re real estate issues.
05/20/20	Rebecca Blake Chaikin	2.00	Correspond with P. Foshee re lease rejection questions (.3); telephone conference with same re same (.3); telephone conference with JW re same (.3); draft summary of store closing and lease rejection process (.9); correspond with C. Ceresa re same (.2).
05/20/20	Rebecca Blake Chaikin	2.80	Correspond with K&E team re store closing motion (.3); correspond with Company, Joele Frank, Alix re landlord letter and negotiations kickoff (.4); review final landlord call script (.2); correspond with K&E team, Alix, RE advisors re real estate matters (.7); telephone conference with Company, K&E team, Alix, Gordon Bros., re closing stores (.5); telephone conference with Company and advisors re real estate task force telephone conference (.7).
05/20/20	Jacob R. Clark	2.50	Review correspondence re real estate issues (.9); draft, revise issues list re same (1.6).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Retail Business Operations / Unexpired Leases / GOB  
Sales

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Invoice Number: 1050032376  
Matter Number: 47223-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	John Thomas Goldman	3.00	Telephone conference with headquarter lender counsel (.5); correspond with advisors re HQ issues (.5); review and analyze lease asks and term sheet revisions (1.1); telephone conferences with advisors re same (.9).
05/20/20	Aparna Yenamandra	0.70	Correspond with working group re real estate issues.
05/21/20	Margaret R. Alden	0.20	Research, analyze case law re lease issue.
05/21/20	Chris Ceresa	1.60	Research re lease rejection issue.
05/21/20	Chris Ceresa	1.80	Correspond with advisors and K&E team, R. Chaikin re various real estate issues (1.3); telephone conference with JW and K&E team re various real estate issues (.5).
05/21/20	Chris Ceresa	0.20	Revise store closing motion.
05/21/20	Rebecca Blake Chaikin	2.30	Correspond with Company, K&E team, JW re sub-lease issue (1.4); telephone conference with J. Goldman, JW re same (.5); analyze issues re same (.4).
05/21/20	Rebecca Blake Chaikin	1.10	Correspond with Company and advisors re store closings (.6); review proposed store closing phasing (.3); correspond with Company re rent questions (.2).
05/21/20	John Thomas Goldman	6.00	Review and analyze sublease issue (1.5); telephone conference with R. Chaikin, JW re same (.5); telephone conferences with advisors re lease review process and status and specific questions (3.0); review, analyze PSA/RE task force issues (1.0).
05/21/20	Alexander Romano	3.80	Draft summary chart documenting analysis of terms of lease agreements and lease-related documents.
05/21/20	Matthew A. Schroth	0.50	Revise work in progress tracker.
05/22/20	Chris Ceresa	0.50	Analyze lease rejection issue.
05/22/20	Chris Ceresa	1.90	Telephone conference with Company, advisors and R. Chaikin re real estate issues (.5); correspond re various real estate issues with JW and K&E team (1.4).
05/22/20	Chris Ceresa	0.70	Telephone conference with Jackson Walker re store closing procedures (.1); revise store closing procedures motion (.6).

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J.C. Penney Company, Inc.  
Retail Business Operations / Unexpired Leases / GOB  
Sales

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Invoice Number: 1050032376  
Matter Number: 47223-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Rebecca Blake Chaikin	4.40	Telephone conference with K&E team, Alix, Gordon Brothers, Hilco re closing stores (.5); revise store closing procedures motion (2.9); correspond with K&E team re same (.3); daily real estate task force telephone conference with Company, K&E team, Alix, real estate advisors, Lazard (.7).
05/22/20	Ian Craig	0.50	Correspond re landlord term sheets (.3); review same (.2).
05/22/20	John Thomas Goldman	6.00	Review and analyze subtenant issues (.9); telephone conferences with advisor team re same (1.1); review and revise lease term sheet (1.3); correspond with advisors re same (1.2); coordinate diligence process (.7); review and analyze issues re same (.4); telephone conference with K&E team re same (.4).
05/22/20	Kimberly Pageau	1.10	Review, analyze creditor matter re notice of default re lease.
05/22/20	Matthew A. Schroth	3.70	Telephone conference re headquarters building (.4); review due diligence (1.7); telephone conference with K&E team re liquidation process (.6); revise landlord negotiation term sheet (1.0).
05/24/20	Chris Ceresa	6.30	Revise store closing procedures motion (5.4); correspond with R. Chaikin re same (.3); research re issue related to abandonment (.6).
05/24/20	Rebecca Blake Chaikin	6.60	Correspond with Company, Alix re store and lease issues (1.1); revise store closing motion (3.6); review precedent re same (1.3); revise store closing and lease rejection process summary (.6).
05/24/20	Matthew A. Schroth	0.30	Revise landlord term sheet.
05/25/20	Rebecca Blake Chaikin	4.80	Revise store closing motion (2.1); correspond with Company, K&E team, JW, Joele Frank, Alix, Gordon Bros Hilco re same (1.2); telephone conference with L. Downing re same (.3); telephone conference with C&W, B. Riley, J. Goldman re real estate issues (.5); telephone conference with A. Yenamandra, C. Marcus, J. Sussberg, J. Goldman re same and deliverables (.7).
05/26/20	Chris Ceresa	1.00	Telephone conferences with Company, advisors and R. Chaikin re real estate issues

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Retail Business Operations / Unexpired Leases / GOB  
Sales

Invoice Number: 1050032376  
Matter Number: 47223-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/20	Chris Ceresa	2.20	Revise store closing procedures (2.0); correspond with R. Chaikin re same (.2).
05/26/20	Chris Ceresa	1.90	Review and analyze precedent re 365(d)(3) motion (.3); revise same (1.4); correspond with K&E team including R. Chaikin re same (.2).
05/26/20	Rebecca Blake Chaikin	3.80	Analyze contract re executory status (1.1); telephone conference with Company re same (.5); telephone conference with A. Yenamandra re same (.3); telephone conference with M. Slade re same (.3); draft summary of same (.6); telephone conference re rent payment with K&E team, Lazard (.3); telephone conferences re same with A. Yenamandra, JW team, J. Goldman (.7).
05/26/20	Rebecca Blake Chaikin	3.60	Telephone conference with Company, Joele Frank re store closing communications (.5); correspond re store closing motion (.8); review precedent (.2); telephone conference with Company, Alix re store closing motion (.5); daily real estate task force telephone conference with Company, K&E team, Alix, Lazard, RE advisors (1.0); correspond with K&E team re asset sale motions (.6).
05/26/20	Jonathan A. Schechter, P.C.	1.00	Telephone conference re real estate task force.
05/26/20	Matthew A. Schroth	4.30	Draft amendment to real estate services agreement (1.0); correspond with title Company re search costs (.3); review due diligence (1.0); telephone conference with real estate task force (1.0); revise form lease amendment (1.0).
05/26/20	Aparna Yenamandra	1.20	Telephone conference with independent director counsel re rent issues and potential motion.
05/27/20	Margaret R. Alden	5.00	Correspond with K&E team re declarations re 365(d)(3) motion (.7); research re same (.6); draft, revise same (3.7).
05/27/20	Chris Ceresa	5.50	Revise, further revise store closing procedures and order (4.8); correspond with Company, Alix, other advisors, R. Chaikin re same (.4); telephone conference with Company and R. Chaikin re same (.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Chris Ceresa	1.20	Draft and revise 365(d)(3) motion and order (1.0); correspond with K&E team re same (.2).
05/27/20	Rebecca Blake Chaikin	9.10	Revise 365(d)(3) motion (5.2); telephone conference with K&E team, Lazard, Alix, B. Riley re same and DIP (.7); correspond with K&E team, Alix re same (1.9); telephone conferences with Alix, M. Jerbich re same (.7); analyze issues re same (.2); telephone conference with M. Cavanaugh, L. Freeman re motion and open items (.4).
05/27/20	Rebecca Blake Chaikin	1.40	Telephone conference with Company re store closing motion (.3); telephone conference with C. Ceresa re stores and RE issues (.4); correspond with K&E team re same (.7).
05/27/20	Lizbeth Cordova	8.20	Review leases (2.5); analyze same (2.5); draft summary re same (3.2).
05/27/20	Alistair Fatheazam	7.20	Research re unexpired leases issue (3.8); review, analyze transcripts re same (2.0); correspond with C. Ceresa re same (.2); telephone conference with C. Ceresa re same (.2); draft summary of research findings (.5); correspond with K&E team re same (.5).
05/27/20	Jake Flood	4.30	Draft, revise lease review chart.
05/27/20	John Thomas Goldman	3.90	Telephone conferences with K&E team, Lazard, Alix, real estate advisors re rent relief motion (2.1); review and provide comments to rent relief motion (.9); correspond with advisor team re HQ foreclosure, lease modification (.9).
05/27/20	Jonathan A. Schechter, P.C.	0.50	Review, analyze store closing motion and order.
05/27/20	Matthew A. Schroth	1.00	Revise form lease amendment.
05/27/20	Aparna Yenamandra	1.90	Correspond with Jackson Walker re rent relief motion (.6); telephone conferences re same with B. Riley, Lazard, AlixPartners (1.3).
05/28/20	Margaret R. Alden	2.30	Review, analyze draft motion re lease performance obligations extension (.4); draft, revise declarations re same (1.7); correspond with R. Chaikin, C. Ceresa re same (.2).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Chris Ceresa	3.00	Review and revise 365(d)(5) motion (2.1); correspond with Company, Alix and R. Chaikin re same (.6); telephone conference with Company and R. Chaikin re real estate tax issue (.3).
05/28/20	Rebecca Blake Chaikin	7.50	Revise 365(d)(3) motion (3.3); analyze issues re same (1.9); correspond with K&E team, JW, Company re same (1.2); telephone conferences with M. Cavanaugh re same (.5); telephone conferences with J. Goldman, A. Yenamandra re same (.6).
05/28/20	Rebecca Blake Chaikin	1.00	Telephone conference with B. Treadway, M. Repko re store closings (.3); attend daily real estate task force telephone conference with Company, real estate advisors, K&E team, Alix, Lazard (.7).
05/28/20	Julia R. Foster	0.30	Review and revise 365 (d)(3) motion.
05/28/20	John Thomas Goldman	4.50	Review and analyze rent deferral motion and related issues (2.1); correspond with K&E team re same (.4); review and analyze rent and CAM payment issues (1.2); correspond with K&E team re same (.8).
05/28/20	Jonathan A. Schechter, P.C.	1.00	Telephone conference with real estate task force re real property issues.
05/28/20	Aparna Yenamandra	1.50	Revise 365(d)(3) motion (.3); correspond with K&E team re same (.8); telephone conference with J. Goldman re same (.4).
05/29/20	Chris Ceresa	0.40	Correspond with Company, advisors, K&E team, R. Chaikin re real estate issues.
05/29/20	Chris Ceresa	3.40	Review, analyze diligence and comments re store closing motion (.4); review, revise, analyze store closing motion (2.7); telephone conference re store closing work in process with Company, advisors, and R. Chaikin (.3).
05/29/20	Rebecca Blake Chaikin	3.10	Correspond with Alix re rent deferral and store closings (.3); telephone conference with Company, Alix, K&E team, Gordon Bros, Hilco re closing stores (.4); review store closing motion (1.1); telephone conference re store closing communications with Company, Joele frank (.3); daily real estate task force telephone conference with Company, Alix, RE advisors, Lazard (1.0).

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05/29/20	Samuel Zaretsky	1.00	Organize and compile lease term sheet and related files (.5); telephone conferences with S. Tomlinson re same (.5).
05/30/20	Matthew A. Schroth	0.10	Revise lease term sheets.
05/31/20	Chris Ceresa	1.10	Correspond with Company, advisors, and R. Chaikin re various issues.
05/31/20	Rebecca Blake Chaikin	0.30	Review DIP budget re rent.
05/31/20	Rebecca Blake Chaikin	7.30	Review various communications materials re store closings (1.1); revise store closing motion (2.7); review precedent re same (2.3); correspond with C. Ceresa re same (1.2).
05/31/20	Jonathan A. Schechter, P.C.	0.50	Review, analyze rent relief order.
05/31/20	Samuel Zaretsky	6.30	Telephone conference with T. Krause re lease term sheet and next steps (.5); review lease term sheet (2.0); revise same (3.8).
06/01/20	Chris Ceresa	3.50	Correspond with Company, advisors, Milbank, Committee, K&E team and R. Chaikin re store closing procedures motion, exhibit and declaration (1.2); revise store closing procedures motion (1.1); revise declaration re same (.6); review and analyze exhibit re same (.3); review and analyze outstanding diligence re store closing procedure motion (.3).
06/01/20	Rebecca Blake Chaikin	3.10	Correspond with landlord counsel re matter inquiries (.2); correspond with J. Mesterharm re store closing declaration (.3); telephone conference with C. Ceresa re store closing motion (.2); revise same (.7); correspond with C. Ceresa, Company, U.S. Trustee re same (.4); telephone conferences with Company, Alix, real estate advisors re real estate open items and coordination (1.3).
06/01/20	John Thomas Goldman	3.00	Review lease diligence (2.0); telephone conference with K&E team re same (1.0).
06/01/20	Jeffrey S. Rheeling	4.50	Review lease summaries for ground leased stores.
06/01/20	Jonathan A. Schechter, P.C.	2.00	Telephone conferences with Company and advisors re real estate items (1.0); attend real estate task force telephone conference (1.0).
06/01/20	Aparna Yenamandra	0.40	Telephone conference with R. Chaikin re 365(d)(3) feedback.



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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/20	Chris Ceresa	5.90	Review, revise, analyze store closing procedures motion, order and declaration (2.8); draft work in process re same (.4); correspond with Company, advisors, K&E team and R. Chaikin re various issues re same (1.7); telephone conference with K&E team and R. Chaikin re same (.3); review objection re tax liens (.4); correspond with R. Chaikin re same (.1); research precedent re talking points for 365(d)(3) motion and store closing procedures motion (.2).
06/02/20	Rebecca Blake Chaikin	3.40	Telephone conference with T. Grossman re store closing motion (.2); correspond with Company, Alix, advisors re same (.9); revise declaration re same (1.1); daily telephone conference with Company, K&E team, Alix, advisors re real estate issues coordination (1.0); correspond with K&E team, Company, Alix re lease rejections (.2).
06/02/20	Julia R. Foster	1.10	Research precedent re 365(d)(3) hearing transcripts.
06/02/20	John Thomas Goldman	4.00	Review lease diligence (1.0); conference with K&E team re same (1.0); correspond with, telephone calls with same re landlord issues (2.0).
06/02/20	Will Lawley	1.00	Review third party leases (.8); correspond with L. Codova re same (.2).
06/02/20	Mike Lowes	2.50	Review and summarize real estate leases.
06/02/20	Adine Mitrani	0.50	Telephone conference with IP team re next steps for vendor bankruptcy addendum.
06/02/20	Tyler E. Neal	0.40	Review and organize Leases.
06/02/20	Tarah Lorraine Perkins	1.00	Review leases for Stores 1976 and 1985.
06/02/20	Jeffrey S. Rheeling	2.50	Review lease summaries for ground leased properties.
06/02/20	Alexander Romano	0.20	Review and revise leased property summary charts.
06/02/20	Alexander Romano	4.00	Review and revise leased property summary charts.
06/02/20	Jonathan A. Schechter, P.C.	1.50	Telephone conference with real estate tax force re real estate issues (1.0); review lease amendment form and related correspondence (.5).

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06/02/20	Jonathan A. Schechter, P.C.	0.50	Review store closing motion.
06/02/20	Matthew A. Schroth	6.60	Attend telephone conference with real estate task force (1.0); conduct due diligence review (3.6); revise form lease amendment (1.0); revise work stream tracker (1.0).
06/03/20	Jessica Bihl	2.30	Review and summarize lease documents re stores 838, 852, 870, 881, 82, 890, 899 and 902.
06/03/20	Chris Ceresa	5.70	Review and analyze objection to 365(d)(3) motion (.4); revise materials re same (.3); correspond with R. Chaikin re same (.2); research, review and analyze materials re issue re tax liens and abandoned property (.7); correspond with K&E team and R. Chaikin re same (.2); revise and further revise store closing procedures motion, order, declaration and exhibit (2.8); correspond with Company, advisors, external parties, K&E team and R. Chaikin re same and related issues (1.1).
06/03/20	Rebecca Blake Chaikin	6.90	Correspond with K&E team, advisors, Company re rent deferral and store closing motions (1.9); revise store closing motion and declaration (4.2); telephone conference with Company, Gordon Bros., Alix, K&E team re store closing coordination (.5); revise communications materials re store closing (.3).
06/03/20	Daniel Cho	5.20	Review lease agreements and related documents (3.5); draft lease summary chart (1.7).
06/03/20	Jacob R. Clark	4.70	Review lease summaries (1.5); review lease documents (1.2); correspond with lease reviewers (.5); draft comments to lease summaries (1.5).
06/03/20	Lizbeth Cordova	5.10	Coordinate real estate due diligence (2.6); review lease abstracts (1.0); telephone conference with J. Goldman, M. Schroth, T. Krause re coordinating real estate due diligence (1.5).
06/03/20	Ian Craig	4.10	Review and revise lease summary chart.
06/03/20	Jake Flood	1.20	Draft and revise lease review chart.
06/03/20	Julia R. Foster	0.20	Research precedent re rent deferral hearing transcripts.

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06/03/20	John Thomas Goldman	2.50	Review leased DC rejections (.4); telephone conference with K&E team re same (.6); correspond and telephone conferences with same re lease rejections and HQ lease issues (1.5).
06/03/20	Talia Krause	5.60	Coordinate due diligence for lease properties (5.0); telephone conference with S. Tomlinson and S. Zaretsky re master lease (.6).
06/03/20	Mike Lowes	0.60	Review and summarize real estate leases.
06/03/20	Adine Mitrani	1.20	Prepare for and participate in telephone conferences with K&E team, Alix and Company re Oracle vendor bankruptcy addendum.
06/03/20	Tyler E. Neal	1.30	Review and summarize leases.
06/03/20	Alexander Romano	0.70	Review and analyze revisions to space leased property summary charts (.5); correspond with T. Krause re outstanding items in same (.2).
06/03/20	Jonathan A. Schechter, P.C.	1.00	Review form of lease amendment (.5); telephone conference with real estate task force re real estate issues (.5).
06/03/20	Jonathan A. Schechter, P.C.	0.50	Review and revise closed store motion (.3); correspond with K&E team re same (.2).
06/03/20	Matthew A. Schroth	1.00	Revise lease amendment.
06/03/20	Samuel Zaretsky	0.70	Prepare for and participate in telephone conference with S. Tomlinson and T. Krause re master lease.
06/04/20	Chris Ceresa	6.60	Revise de minimis asset sale motion, order, notices (1.0); revise and further revise store closing procedures motion, order, schedule, and declaration (3.8); correspond with Company, advisors, JW, external parties, K&E team and R. Chaikin re various issues related to store closing procedures motion, order, schedule and declaration (1.2); telephone conference with Company and advisors re store closing procedures motion (.1); correspond re stalking horse (.2); review issue related to order for assumption-rejection procedures order (.3).

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06/04/20	Rebecca Blake Chaikin	4.40	Telephone conference with L. Downing re side letters (.5); review form side letter (.2); correspond with Company, Alix re store closing list (.2); telephone conference with same re same (.1); review final drafts of store closing pleadings (1.2); coordinate with K&E team, JW re filing of same (1.3); telephone conference with B. Kinney re same (.2); correspond with landlord counsel re rejection procedures motion (.2); daily telephone conference with Company, K&E team, Alix, advisors re real estate issues coordination (.5).
06/04/20	Jacob R. Clark	0.70	Update lease summaries.
06/04/20	Lizbeth Cordova	0.50	Review lease abstracts.
06/04/20	Jake Flood	2.50	Draft and revise lease review chart.
06/04/20	Talia Krause	3.50	Coordinate due diligence for lease properties.
06/04/20	Tyler E. Neal	2.40	Review and analyze leases.
06/04/20	Tarah Lorraine Perkins	2.50	Review lease agreements (1.2); revise lease review chart (1.3).
06/04/20	Jonathan A. Schechter, P.C.	0.50	Analyze store closing items.
06/05/20	Chris Ceresa	0.40	Correspond with K&E team re various outstanding real estate items.
06/05/20	Chris Ceresa	0.90	Telephone conference with L. Cordova re de minimis sales procedures (.2); correspond with same re same (.3); telephone conference with M. Alden re real estate advisor retention application (.1); revise materials for 365(d)(3) hearing preparation (.3).
06/05/20	Rebecca Blake Chaikin	0.70	Telephone conference with Company, Gordon Bros., Alix, K&E team re store closing coordination (.3); review side letter and process email re closing stores (.3); correspond with Company, Ropes & Gray re same (.1).
06/05/20	Jacob R. Clark	4.30	Review lease summaries and underlying lease documents (3.5); revise lease summaries (.8).
06/05/20	Lizbeth Cordova	1.80	Review lease abstracts.
06/05/20	Ian Craig	5.30	Review and revise lease summary chart.
06/05/20	Justin C. Elliott	6.30	Review ground lease diligence chart (2.5); review underlying ground lease documents (3.3); correspond with K&E team re same (.5).

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06/05/20	Vanessa Gomez	4.90	Review lease documents re Store 465 (1.5); review and revise summary chart of material lease terms re Store 465 (1.1); review lease documents re Store 695 (1.3); review and revise summary chart of material lease terms re Store 695 (1.0).
06/05/20	Talia Krause	1.50	Coordinate due diligence for leased properties.
06/05/20	Jonathan A. Schechter, P.C.	2.00	Telephone conference with real estate task force re real estate issues (.5); telephone conference re asset optimization with same (1.5).
06/05/20	Matthew A. Schroth	2.80	Attend telephone conference re store liquidation with Company and Alix (.5); attend telephone conference with real estate task force (.5); review and revise amendment to B. Riley and C&W engagement letter (1.8).
06/05/20	Christopher Thomas, P.C.	0.40	Participate in telephone conference with K&E team re real estate and corporate items.
06/05/20	Lydia Yale	0.50	Compile all filed objections to rejection motions and 365(d)(3) motion.
06/05/20	Samuel Zaretsky	3.70	Prepare for and participate in telephone conference with T. Krause re comments to Lease Term Sheet (.5); review precedent master leases (3.2).
06/06/20	Chris Ceresa	9.40	Correspond with K&E team and R. Chaikin re various matters related to pleadings (.9); revise orders (.6); research and analyze multiple sources re rent deferral (3.0); draft objection response materials for rent deferral motion (2.6); draft talking points for store closing procedures, assumption, rejection procedures and rent deferral (2.1); analyze diligence re rent deferral (.2).
06/06/20	Rebecca Blake Chaikin	2.80	Correspond with M. Weitz re lease rejection process (.1); review form lease amendment (.3); review de minimis asset sale procedures motion (1.0); review PSA amendment (1.1); review form sale motion (.3).
06/06/20	Ian Craig	0.50	Correspond with K&E team re real estate matters re leases and asset sales.

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06/06/20	John Thomas Goldman	2.50	Prepare for and attend telephone conference with advisors and K&E team re RE next steps and alignment (1.5); review and discuss HQ issues (1.0).
06/06/20	Vanessa Gomez	4.70	Review lease and reciprocal easement agreement documents for Store 786 (1.2); review and revise lease summary chart for Store 786 (1.0); review lease and reciprocal easement agreement documents for Store 933 (1.5); review and revise lease summary chart for Store 933 (1.0).
06/06/20	Vanessa Gomez	3.50	Review lease documents for Store 696 (1.0); review and revise summary chart for material lease terms on Store 696 (.9); review Store 744 (1.0); review and revise summary chart for material lease terms on Store 744 (.6).
06/06/20	Talia Krause	0.70	Coordinate due diligence for leased properties.
06/07/20	Chris Ceresa	8.80	Telephone conference with M. Slade and R. Chaikin re rent deferral declaration (.4); revise 363 sale motion (1.6); correspond with K&E team and R. Chaikin re various issues related to rent deferral (.3); research and analyze issues re rent deferral motion (3.7); revise talking points and other materials for rent deferral motion (1.7); revise orders for the upcoming hearing on June 11 (1.1).
06/07/20	Rebecca Blake Chaikin	3.90	Correspond with C. Ceresa, K&E team re 365(d)(3) motion hearing prep (.2); prepare for same (1.6); review transcripts and talking points re same (1.1); telephone conference with M. Slade, C. Ceresa re 365(d)(3) declaration (.5); telephone conference with J. Goldman re lease issue (.5).
06/07/20	Ian Craig	0.20	Correspond re lease review with K&E team.
06/07/20	John Thomas Goldman	1.00	Review and revise lease amendment form.
06/07/20	John Thomas Goldman	4.00	Review and revise work stream status and tracker (2.0); review and revise broker engagement letter (1.0); correspond and telephone conferences with K&E team re HQ transaction (1.0).
06/07/20	Talia Krause	6.50	Coordinate due diligence for leased properties.

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06/07/20	Tarah Lorraine Perkins	3.00	Review lease agreements (1.7); revise lease review chart re same (1.3).
06/07/20	Alexander Romano	1.20	Review and revise space lease summary chart (1.1); correspond with T. Krause re same (.1).
06/07/20	Michael B. Slade	0.30	Correspond with K&E team re rent extension hearing and review materials re same.
06/07/20	Samuel Zaretsky	8.00	Revise lease term sheet.
06/08/20	Margaret R. Alden	0.20	Correspond with C. Ceresa re 365(d)(3) motion declarations.
06/08/20	Chris Ceresa	4.90	Review and analyze objections re the store closing procedures motion and rent deferral motion and transcripts (1.7); update materials re same (.3); draft chart re inquiries re store closing procedure motion (.7); revise and analyze declaration for rent deferral motion (1.8); correspond with K&E team and R. Chaikin re various issues re outstanding motions (.4).
06/08/20	Rebecca Blake Chaikin	5.60	Correspond with K&E team re REA question (.3); revise 365(d)(3) declaration (2.1); review precedent and transcripts re same (1.1); correspond with K&E team re objections, talking points re same (.2); review objection re same (.2); correspond with A. Yenamandra, A. Weinhouse re hearing prep and action items (.6); telephone conference with Company, Gordon Bros., Alix, K&E team re store closing coordination (.3); correspond with Company, Alix, real estate advisors re lease rejections (.2); telephone conference with Company, landlords re potential stay violation (.6).
06/08/20	Ian Craig	4.70	Review and revise lease summary chart.
06/08/20	Allyson N. Dillon	1.00	Review property documents re landlord contact information or legal counsel contact information (.8); review correspondence with K&E team re same (.2).
06/08/20	Jake Flood	0.20	Correspond with T. Krause re lease review chart.
06/08/20	Julia R. Foster	0.80	Draft supplemental Mesterharm 365(d)(3) declaration.



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06/08/20	Talia Krause	2.20	Coordinate due diligence for leased properties.
06/08/20	Nick Krislov	2.90	Correspond with K&E team re landlord issue (.3); draft, revise motion to enforce automatic stay (2.4); correspond with K&E team re same (.2).
06/08/20	Mike Lowes	1.90	Review and summarize store leases.
06/08/20	Tiffany T. Mason	9.40	Review leases (5.0); revise lease review summaries (4.4).
06/08/20	Tyler E. Neal	1.00	Review and analyze leases.
06/08/20	Jonathan A. Schechter, P.C.	2.00	Analyze various real estate matters and related correspondence (1.0); telephone conference with K&E team re real estate work stream (1.0).
06/08/20	Matthew A. Schroth	7.30	Revise form lease amendment (2.0); revise CBRE engagement letter (2.7); prepare for and attend telephone conference re store liquidation with Company and Alix (.5); revise internal checklist (1.5); prepare for and attend telephone conference re real estate work streams with K&E real estate team (.6).
06/08/20	Christian Semonsen	3.00	Prepare for and participate in telephone conference with Company re environmental liabilities and bankruptcy process.
06/09/20	Scott A. Berger, P.C.	0.40	Prepare for and attend telephone conferences with K&E team re business plan on leased assets.
06/09/20	Chris Ceresa	8.20	Revise store closing procedures motion revised order (4.6); correspond re same with various parties (.7); correspond with Gordon Brothers re side letters (.4); revise declaration for rent deferral motion (2.2); correspond with Alix, K&E team and R. Chaikin re same (.3).

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06/09/20	Rebecca Blake Chaikin	7.70	Revise 365(d)(3) declaration (2.1); telephone conference with Alix, Company re same (.4); telephone conference with L. Downing re store closing side letters (.3); review comments and objections to store closing order (.8); correspond with C. Ceresa and opposing counsel re same (.9); telephone conferences with taxing authorities re same (.6); correspond with same re same (.6); telephone conference with Milbank re store closing sales (.5); telephone conferences with T. Grossman re same (.2); correspond with Company, Milbank re same (.5); daily telephone conference with Company, K&E team, Alix, advisors re real estate issues coordination (.8).
06/09/20	Jacob R. Clark	0.60	Correspond with M. Schroth re liquidation sale correspondence (.1); review lease summaries (.5).
06/09/20	Allyson N. Dillon	2.00	Research re New York State eviction moratorium (1.0); correspond with J. Goldman and C. Smith re same (.5); correspond with T. Krause re diligence requests and bulleted summary of real estate diligence (.5).
06/09/20	John Thomas Goldman	1.50	Review expiring lease issues (1.0); conference with K&E team re same (.5).
06/09/20	Talia Krause	1.60	Coordinate and assign due diligence for leased properties.
06/09/20	Nick Krislov	1.30	Draft, revise motion to enforce automatic stay (1.1); correspond with J. Gordon re same (.2).
06/09/20	Tiffany T. Mason	2.60	Review leases (1.1); revise lease review summaries (1.5).
06/09/20	Adine Mitrani	0.70	Conference with K&E team re proposed language on attorney's fee for vendor addenda.
06/09/20	Jonathan A. Schechter, P.C.	0.50	Correspond with J. Goldman re sales and lease amendments.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/20	Matthew A. Schroth	6.50	Attend telephone conference with K&E team re due diligence process (.7); revise appraisal engagement letter (1.5); correspond with Company re engagement letters (.5); attend telephone conference with real estate task force (1.0); research New York state eviction moratorium (.7); draft schedule of existing purchase and sale agreements (.7); attend telephone conference with Cushman re appraisal engagement letter (.7); correspond with local bankruptcy counsel re real estate questions (.7).
06/09/20	Christian Semonsen	3.00	Review information from Company on environmental liabilities (2.5); participate in telephone conference re same (.5).
06/09/20	Michael B. Slade	1.20	Correspond with K&E team re landlord objections and review same.
06/09/20	Aparna Yenamandra	1.40	Telephone conferences with K&E team re GOBs and related issues.
06/10/20	Margaret R. Alden	2.30	Telephone conferences with K&E team re GOBs and related issues.
06/10/20	Jessica Bihl	6.00	Revise lease summary for store 838 (.8); revise lease summary for store 852 (.7); revise lease summary for store 870 (.7); revise lease summary for store 881 (.8); revise lease summary for store 882 (.7); revise lease summary for store 890 (.8); revise same for store 899 (.8); revise lease summary for store 902 (.7).
06/10/20	Chris Ceresa	1.10	Revise store closing procedures order (.4); correspond various parties re matters to be heard on June 11 (.7).
06/10/20	Chris Ceresa	11.70	Review multiple objections to matters re 6/11 hearing (3.2); analyze issues re same (2.5); review, analyze responses re same (3.9); update materials re same (2.1).

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06/10/20	Rebecca Blake Chaikin	17.70	Revise declaration (.3); review objections to store closing (.8); revise proposed order re same (.7); correspond with Company, U.S. Trustee re same (.8); telephone conferences with Otterbourg re same (.4); review objections to 365(d)(3) motion (2.4); revise proposed order re same (1.7); telephone conferences with M. Slade, J. Mesterharm re same and declaration (1.3); correspond with K&E team, Company, opposing counsel, advisors re same (2.2); review precedent transcripts for hearing re store closing and 365(d)(3) motions (1.3); draft talking points for same (3.7); telephone conference with JW re same (.3); telephone conference with J. Sussberg, A. Yenamandra, M Slade re hearing (.4); telephone conference with Company, Gordon Bros., Alix, K&E team re store closing coordination (.2); telephone conferences with landlord counsel re inquiries (.2); daily telephone conference with Company, K&E team, Alix, advisors re real estate issues coordination (1.0).
06/10/20	Jacob R. Clark	1.60	Review lease summaries.
06/10/20	Lizbeth Cordova	2.00	Review and analyze lease agreements.
06/10/20	Ian Craig	0.90	Review and revise lease summary chart.
06/10/20	Jake Flood	2.50	Draft and revise lease review chart.
06/10/20	John Thomas Goldman	5.50	Review, revise and coordinate appraisal engagement letter (3.0); attend telephone conference with C&W re engagement letters (1.0); attend telephone conference with Beal counsel re HQ transaction (.5); correspond and telephone conference with Company re HQ (1.0).
06/10/20	Jake William Gordon	3.60	Review, analyze issues re store closing order (1.9); correspond with objectors re same (1.7).
06/10/20	Sohil Khurana	2.00	Review and revise ground leased properties review chart (1.0); review and analyze ground lease property diligence materials (1.0).
06/10/20	Talia Krause	2.20	Coordinate and assign due diligence for leased properties.
06/10/20	Neal Loughery	0.20	Correspond re lease review process with T. Krause.

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06/10/20	Mike Lowes	0.80	Review and summarize lease documents.
06/10/20	Christopher Mahoney	2.80	Review and analyze construction, operation and reciprocal easement agreements for assigned properties.
06/10/20	Benjamin J. Meyer	6.20	Review lease agreements and ancillary documents (2.2); revise lease review chart (3.4); correspond with L. Cordova re lease review chart and data room (.1); review K&E team correspondence re lease chart instructions (.1); correspond with K&E team and IT team re DMS matters (.2); establish KIRA project re document review (.2).
06/10/20	Puja Narain	3.00	Review and analyze RE documents for store #2051 (2.2); draft summary for lease review chart (.8).
06/10/20	Puja Narain	0.30	Review and analyze lease review chart template.
06/10/20	Tarah Lorraine Perkins	3.00	Review lease agreements (2.1); revise lease review chart (.9).
06/10/20	Nicholas Ruge	1.10	Correspond with J. Mesterharm, M. Slade and R. Chaikin re rent deferral motion (.8); review J. Mesterharm declaration on 365(d)(3) motion (.3).
06/10/20	Jonathan A. Schechter, P.C.	1.30	Telephone conference with real estate task force re real estate issues (.8); review store closing motion (.5).
06/10/20	Jonathan A. Schechter, P.C.	0.50	Review Company headquarter items (.4); review correspondence re same (.1).
06/10/20	Matthew A. Schroth	3.20	Attend telephone conference re store liquidation with Company and Alix (.5); compile documents re amendment to brokers' agreement (.2); attend telephone conference with real estate task force (1.0); attend telephone conference with Cushman & Wakefield re engagement letter open issues (.5); attend telephone conference with Jackson Walker re certain real property questions (.5); review and analyze CBRE engagement letter questions (.5).
06/10/20	Josh Sussberg, P.C.	0.50	Telephone conference with B. Wafford re GOB.
06/10/20	Lydia Yale	0.60	Compile objections to 365(d)(3) motion.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	Samuel Zaretsky	6.00	Review ground lease review chart (2.5); revise same (3.5).
06/11/20	Tyler Bartholome	2.10	Correspond with L. Cordova re leased properties (.5); review and analyze lease documents (1.6).
06/11/20	Chris Ceresa	3.20	Correspond with various parties re store closing procedures order and coordinating same (1.5); review and revise same and other pleadings (1.7).
06/11/20	Chris Ceresa	1.10	Draft materials re store closing sales.
06/11/20	Rebecca Blake Chaikin	7.30	Telephone conferences with Company, Texas AG, Otterbourg and Sephora counsel re store closing order (2.3); correspond with C. Ceresa, landlord counsel, Milbank and Otterbourg re changes to same (1.8); revise talking points for store closing and 365(d)(3) hearing (1.3); review new-filed objections (1.4); correspond with counsel to objecting parties (.5).
06/11/20	Rebecca Blake Chaikin	0.80	Coordinate revisions to store closing order per Judge Jones comments.
06/11/20	Ian Craig	4.90	Correspond with K&E team re diligence matters (.6); review lease summary chart (2.2); revise same (2.1).
06/11/20	Jake Flood	1.00	Draft and revise lease review chart.
06/11/20	John Thomas Goldman	4.50	Review lease amendment form (.6); telephone conferences with K&E team re same (.4); review diligence (1.5); telephone conferences with K&E team re same (.5); analyze landlord issues (1.5).
06/11/20	Jake William Gordon	1.80	Analyze issues re store closing order.
06/11/20	Talia Krause	3.40	Coordinate and assign due diligence for leased properties.
06/11/20	Neal Loughery	2.70	Review and analyze leases.
06/11/20	Benjamin J. Meyer	4.20	Review leases (2.2); draft and revise lease summary review chart (1.6); organize and compile documents re same (.2); correspond with K&E team re lease review chart questions (.2).
06/11/20	Puja Narain	2.70	Review and analyze documents related to store #2058 (1.8); draft summary for lease review chart (.9).

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06/11/20	Puja Narain	2.20	Review and analyze documents related to store #2052 (1.6); draft summary for lease review chart (.6).
06/11/20	Puja Narain	2.40	Review and analyze documents related to store #2060 (1.8); draft summary for lease review chart (.6).
06/11/20	Tarah Lorraine Perkins	2.00	Review leases (1.2); revise lease review chart (.8).
06/11/20	Nicholas Ruge	1.00	Review, analyze and draft summary of objections to store closing and rent deferral motion.
06/11/20	Jonathan A. Schechter, P.C.	1.00	Telephone conference with real estate task force re real estate issues.
06/11/20	Matthew A. Schroth	1.80	Review appraisal engagement letter (1.0); review and analyze landlord objection (.4); review and analyze question re B. Riley and Cushman & Wakefield retainer (.4).
06/11/20	Michael B. Slade	2.80	Prepare for second day hearing and hearing on store closure and rent deferral motions.
06/11/20	Josh Sussberg, P.C.	0.70	Attend telephone conferences and correspond with K&E team and advisors re GOB sales (.3); attend telephone conference with B. Wafford re same (.2); correspond with Milbank re same (.2).
06/11/20	Lydia Yale	0.50	Compile objections to 365(d)(3) motion.
06/12/20	Chris Ceresa	0.50	Telephone conferences with Company, R. Chaikin re lease rejection issues.
06/12/20	Chris Ceresa	3.90	Draft compliance material re orders entered (1.5); review and analyze side letters (.9); telephone conference with Company and R. Chaikin re GOB sales (.3); correspond with Alix and R. Chaikin re issues related to rejections, GOB sales (.6); coordinate filing pleadings (.6).
06/12/20	Rebecca Blake Chaikin	2.80	Telephone conference with landlord counsel re lease rejection (.3); telephone conference with Company re same (.3); telephone conference with J. Goldman re same (.2); correspond with Company, Alix re follow ups from store closing and 365(d)(4) orders (2.0).
06/12/20	Lizbeth Cordova	2.00	Review and analyze lease agreements.
06/12/20	Ian Craig	4.10	Review and revise lease summary chart.



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06/12/20	Josh Fintel	12.30	Correspond and attend telephone conference with T. Krause and L. Cordova re ground lease documentation re use restrictions and estoppel delivery obligations (.4); compile ground lease documentation re six facilities re financing restrictions, use restrictions, estoppel delivery obligations, lender protections, operating covenants, purchase options, and landlord termination rights (3.4); analyze same (3.9); draft ground lease summary chart re same (4.6).
06/12/20	Jake Flood	1.50	Draft and revise lease review chart.
06/12/20	Julia R. Foster	0.40	Prepare lease rejection-assumption procedure notices for circulation.
06/12/20	John Thomas Goldman	3.00	Review lease payment issues and rent deferral order (1.0); telephone conference with K&E team re same (1.0); telephone conference with real estate task force re real estate issues (1.0).
06/12/20	Vanessa Gomez	4.90	Review lease and reciprocal easement agreement documents for Store 2844 (2.0); draft summary of material terms re same (.5); review lease and reciprocal easement agreement documents for Store 2848 (1.9); draft summary of material terms re same (.5).
06/12/20	Sohil Khurana	2.50	Review and analyze real property diligence materials for ground leased properties (1.5); summarize and chart relevant provisions charter same (1.0).
06/12/20	Talia Krause	0.80	Coordinate and assign due diligence for owned properties.
06/12/20	Neal Loughery	0.80	Review and analyze leases.
06/12/20	Tiffany T. Mason	1.00	Review leases.
06/12/20	Benjamin J. Meyer	2.00	Review leases (.9); draft lease review chart (1.1).
06/12/20	Puja Narain	2.60	Review and analyze documents related to store #2064 (1.9); draft summary for lease review chart (.7).
06/12/20	Puja Narain	2.60	Review and analyze documents related to store #2065 (1.7); draft summary for lease review chart (.9).

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06/12/20	Puja Narain	2.80	Review and analyze documents related to store #2063 (2.1); draft summary for lease review chart (.7).
06/12/20	Matthew A. Schroth	3.80	Attend telephone conference with Company and Alix re store liquidation (.5); attend telephone conference with real estate task force (1.0); revise work stream organizer (2.3).
06/12/20	Aparna Yenamandra	1.20	Correspond re GOB with Company advisors, 1L advisors.
06/13/20	Chris Ceresa	0.50	Review side letters re store closings (.4); correspond with R. Chaikin re same (.1).
06/13/20	Vanessa Gomez	4.90	Review of lease and reciprocal easement agreements for Store 2849 (1.7); draft summary of material terms re same (.5); review lease documents and reciprocal easement agreements for Store 2850 (2.2); draft summary of material terms re same (.5).
06/13/20	Jason Niels Grover	3.90	Review diligence re store lease documents (1.0); revise lease review chart re same (2.9).
06/13/20	Sohil Khurana	3.00	Review and revise ground leased properties review chart (1.0); review and analyze ground lease property diligence materials (2.0).
06/13/20	Talia Krause	0.10	Coordinate and assign due diligence for leased properties.
06/13/20	Neal Loughery	5.10	Review and analyze leases.
06/13/20	Eric Zhi	2.50	Review REA and Ground Lease documents (1.8); revise abstract re same (.7).
06/14/20	Tyler Bartholome	1.00	Review and analyze space lease documents.
06/14/20	Chris Ceresa	1.20	Review and revise timeline for lease rejections and store closings (.9); correspond with Company, advisors and R. Chaikin re various issues (.3).
06/14/20	Rebecca Blake Chaikin	2.90	Revise summary of store closing order requirements.
06/14/20	John Thomas Goldman	1.50	Correspond with K&E team re lease amendment form (.6); telephone conference with same re same (.4); review lease amendment form (.5).
06/14/20	Sohil Khurana	3.00	Review and revise ground leased properties review chart (1.0); review and analyze ground lease property diligence materials (2.0).

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06/14/20	Talia Krause	0.80	Coordinate and assign due diligence for leased properties.
06/14/20	Neal Loughery	5.30	Review and analyze leases.
06/14/20	Benjamin J. Meyer	1.10	Review leases (.4); draft lease review chart (.6); correspond with K&E team re same (.1).
06/14/20	Tarah Lorraine Perkins	0.80	Review leases (.5); revise lease review chart (.3).
06/14/20	Matthew A. Schroth	0.40	Correspond with K&E team re form of lease amendment.
06/14/20	Aparna Yenamandra	1.40	Correspond re GOB issues with 1L advisors.
06/14/20	Eric Zhi	5.30	Review ground lease and REA documents (3.9); revise abstract re same (1.4).
06/15/20	Tyler Bartholome	1.10	Review and analyze documents re space leases.
06/15/20	Tyler Bartholome	2.60	Review and analyze space leases (1.5); summarize same (.7); correspond with L. Cordova re same (.4).
06/15/20	Tyler Bartholome	2.30	Review and analyze documents re space leases (1.5); draft summaries re same (.8).
06/15/20	Tyler Bartholome	2.10	Review and analyze documents re space leases (1.2); summarize same (.9).
06/15/20	Tyler Bartholome	0.60	Review and analyze documents re space leases.
06/15/20	Chris Ceresa	1.90	Revise notices and rejection order (1.3); correspond with advisors, R. Chaikin and JW team re coordinating filing re same (.6).
06/15/20	Chris Ceresa	2.00	Update materials re works in process related to real estate task force (1.2); correspond re same (.2); correspond with Company re recent orders and compliance issues (.3); telephone conferences with Company and R. Chaikin re GOB and real estate updates (.3).

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06/15/20	Rebecca Blake Chaikin	3.80	Correspond with Alix, J. Goldman, C. Ceresa re lease rejection issues (.6); telephone conference with Company, Gordon Bros., Alix, K&E team re store closing coordination (.3); correspond with L. Hunyh re store closing disclosures (.3); telephone conference with J. Goldman, M. Schroth, C. Ceresa re real estate workstreams (.7); revise chart re same (.4); daily telephone conference with Company, K&E team, Alix, advisors re real estate issues coordination (1.0); correspond with landlord re demand letters (.3); review side letters (.2).
06/15/20	Lizbeth Cordova	3.00	Review and analyze lease agreements.
06/15/20	Ian Craig	4.10	Review and revise lease summary chart.
06/15/20	Josh Fintel	0.80	Compile and analyze ground lease documentation re two facilities re financing restrictions, use restrictions, and estoppel delivery obligations (.5); revise ground lease summary chart re same (.3).
06/15/20	Jake Flood	2.80	Draft and revise lease review chart.
06/15/20	Julia R. Foster	0.50	Research precedent re lease sale motion/bidding procedures motions.
06/15/20	John Thomas Goldman	2.50	Correspond and telephone conferences with K&E team re Baxter MN lease rejection (1.5); review, revise lease amendment form (1.0).
06/15/20	Vanessa Gomez	4.00	Review lease documents and reciprocal easement agreements for Store 2862 (1.2); draft summary of material lease and reciprocal easement agreement terms re same (.8); review lease and reciprocal easement agreement documents for Store 2866 (1.0); draft summary of material lease and reciprocal easement agreement terms re same (1.0).
06/15/20	Jake William Gordon	2.10	Revise pleadings re treatment of unexpired leases.
06/15/20	Jason Niels Grover	2.60	Review diligence re store lease documents (1.8); revise lease review chart re same (.8).
06/15/20	Sohil Khurana	2.50	Review and revise ground leased properties review chart (1.0); review and analyze ground lease property diligence materials (1.5).

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06/15/20	Talia Krause	2.00	Coordinate and assign due diligence for leased properties.
06/15/20	Neal Loughery	5.90	Review and analyze leases.
06/15/20	Benjamin J. Meyer	3.10	Correspond with K&E team re additional leases (.2); organize lease documents (.3); review leases re material terms (1.7); draft and revise lease chart re same (.9).
06/15/20	Puja Narain	1.50	Review and analyze documents re store #2065 (.8); draft summary for lease review chart re same (.2); organize documents re same (.3); correspond with L. Cordova re missing items and assigned summaries (.2).
06/15/20	Tarah Lorraine Perkins	1.00	Review lease agreements (.6); revise lease review chart (.4).
06/15/20	Alexander Romano	3.10	Review leased property documents (1.8); draft chart summarizing same (1.3).
06/15/20	Jonathan A. Schechter, P.C.	0.80	Telephone conference with real estate task force re real estate issues (.6); review materials re same (.2).
06/15/20	Matthew A. Schroth	1.60	Attend telephone conference with P. Foshee re form of lease amendment (.6); revise lease amendment (1.0).
06/15/20	Andrew R. Van Noord, P.C.	2.00	Review and analyze lease properties reviews and processes.
06/15/20	Samuel Zaretsky	2.80	Review and revise lease review chart.
06/16/20	Tyler Bartholome	0.60	Review and analyze documents re space leases (.3); correspond with D. Rozek re same (.3).
06/16/20	Tyler Bartholome	0.50	Review and analyze documents re space leases.
06/16/20	Tyler Bartholome	1.70	Review and analyze documents re space leases (.9); draft summaries re same (.8).
06/16/20	Tyler Bartholome	2.00	Review and revise documents re space leases (1.2); draft summaries re same (.8).
06/16/20	Chris Ceresa	0.70	Correspond with K&E team re phase 2 store closings (.5); review and revise schedule re same (.2).

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06/16/20	Rebecca Blake Chaikin	1.20	Review side letter (.2); correspond with Company re requirements under store closing order (.2); telephone conference with Company, Gordon Bros. re phase 2 store closings (.6); correspond with C. Ceresa, Company re same (.2).
06/16/20	Lizbeth Cordova	2.90	Review summaries of lease document analysis.
06/16/20	Ian Craig	3.50	Revise lease summaries (.7); review and revise lease summary charts (2.8).
06/16/20	Jake Flood	2.80	Draft and revise lease review chart.
06/16/20	John Thomas Goldman	3.00	Correspond with K&E team re lease amendment form (1.8); telephone conference with same re same (.7); correspond with same re Lawrenceville store and rent issues (.5).
06/16/20	Jake William Gordon	0.90	Correspond with landlords re unexpired leases.
06/16/20	Jake William Gordon	3.10	Review, analyze schedules and statements.
06/16/20	Jason Niels Grover	5.70	Review diligence re store lease documents (3.2); revise lease review chart re same (2.5).
06/16/20	Sohil Khurana	4.00	Review and revise ground leased properties review chart (1.0); review and analyze ground lease property diligence materials (1.5); draft chart and summarize relevant provisions from real property review (1.0); draft correspondence for M. Schroth re declarations and development agreements with respect to certain stores (.5).
06/16/20	Talia Krause	2.30	Coordinate and assign due diligence for leased properties.
06/16/20	Neal Loughery	1.10	Review and analyze leases.
06/16/20	Tiffany T. Mason	2.70	Review and summarize leases.
06/16/20	Puja Narain	3.20	Review and analyze documents related to store #2484 (2.6); draft summary for lease review chart (.6).
06/16/20	Puja Narain	2.30	Review and analyze documents related to store #2485 (1.8); draft summary for lease review chart (.5).
06/16/20	Puja Narain	2.10	Review and analyze documents related to store #2486 (1.6); draft summary for lease review chart (.5).

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06/16/20	Tyler E. Neal	2.00	Revise lease review.
06/16/20	Tarah Lorraine Perkins	3.50	Review lease agreements (2.1); revise lease review chart (1.4).
06/16/20	Alexander Romano	4.30	Review documents re leased properties (3.2); draft chart summarizing key terms re same (1.1).
06/16/20	Jonathan A. Schechter, P.C.	0.50	Analyze real estate DD items (.4); review related correspondence (.1).
06/16/20	Matthew A. Schroth	3.30	Correspond with Company re lease amendment (.8); revise work stream organizer (1.0); revise form lease amendment (1.5).
06/16/20	Josh Sussberg, P.C.	0.80	Participate in hearing on Nike.
06/16/20	Andrew R. Van Noord, P.C.	0.70	Review and analyze lease properties reviews and processes.
06/16/20	Samuel Zaretsky	6.00	Revise Master Lease Term Sheet.
06/16/20	Eric Zhi	2.40	Review and revise ground lease abstracts.
06/17/20	Tyler Bartholome	2.80	Review and analyze documents re space leases (1.0); draft summaries re same (1.0); correspond with L. Cordova re same (.8).
06/17/20	Tyler Bartholome	1.90	Review and analyze documents re space leases (1.1); draft summaries re same (.8).
06/17/20	Jessica Bihl	3.80	Review and summarize lease documentation for stores 227, 400, 528, 562, 691, 910, 921, 1226, 1531, and 1728.
06/17/20	Rebecca Blake Chaikin	1.80	Correspond with K&E team, Company re landlord stay violation issues (.6); telephone conference with Company, Gordon Bros., Alix, K&E team re store closing coordination (.4); correspond with same re same (.4); correspond with Company re lease amendment questions (.4).
06/17/20	Jacob R. Clark	2.80	Review lease documents (1.2); revise lease summaries (1.6).
06/17/20	Lizbeth Cordova	2.60	Review and analyze lease documents.
06/17/20	Ian Craig	3.70	Review lease summary chart (1.0); review and revise lease summaries (2.2); correspond with K&E team re REIT master lease (.5).
06/17/20	Jake Flood	2.00	Draft and revise lease review chart.



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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	John Thomas Goldman	3.00	Correspond with K&E team re rent deferral and lease negotiations (1.5); review, discuss and coordinate lease amendment process (1.5).
06/17/20	Vanessa Gomez	4.60	Review lease and reciprocal easement agreements for Store 2868 (1.3); draft material lease and reciprocal easement agreement terms re same (.8); review lease and reciprocal easement agreement documents for Store 2873 (1.5); draft summary of material lease and reciprocal easement agreement terms re same (1.0).
06/17/20	Jason Niels Grover	1.40	Review diligence review re store lease documents (.6); revise lease review chart re same (.8).
06/17/20	Lanchi Huynh	0.30	Conference with Milbank re lease negotiations.
06/17/20	Sohil Khurana	3.00	Review, analyze and revise ground leased property review chart (2.0); review declarations and other restrictive covenant agreements (.2); draft chart and summaries re same (.8).
06/17/20	Talia Krause	2.30	Coordinate and assign due diligence for leased properties.
06/17/20	Tiffany T. Mason	1.20	Review and summarize leases.
06/17/20	Puja Narain	2.10	Review and analyze documents related to store #2498 (1.4); draft summary for lease review chart (.7).
06/17/20	Puja Narain	1.90	Review and analyze documents related to store #2488 (1.5); draft summary for lease review chart (.4).
06/17/20	Puja Narain	1.40	Review and analyze documents related to store #2614 (1.1); draft summary for lease review chart (.3).
06/17/20	Puja Narain	0.60	Review and analyze documents related to store #2616 (.4); draft summary for lease review chart (.2).
06/17/20	Alexander Romano	7.30	Review documents re leased properties (4.4); draft chart summarizing key terms of same (2.9).
06/17/20	Jonathan A. Schechter, P.C.	0.50	Telephone conference with real estate task force caller real estate issues.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	Matthew A. Schroth	1.00	Attend telephone conference with Company and Alix re liquidation (.5); finalize lease form amendment (.5).
06/17/20	Andrew R. Van Noord, P.C.	1.00	Review and analyze lease properties reviews and processes.
06/17/20	Samuel Zaretsky	1.30	Review and revise Master Lease Term Sheet.
06/18/20	Jessica Bihl	7.80	Review and summarize lease documentation for stores 227, 400, 528, 562, 691, 910, 921, 1226, 1531, and 1728.
06/18/20	Rebecca Blake Chaikin	2.50	Correspond with Alix, UCC re Nike preference analysis (1.0); telephone conference with Oregon DOJ re closing stores procedures (.3); correspond with same re same (.4); correspond with Company, K&E re landlord lockout notices (.3); daily telephone conference with Company, K&E team, Alix, advisors re real estate issues coordination (.5).
06/18/20	Jacob R. Clark	0.30	Correspond with K&E team re lease summaries (.1); review lease summary (.2).
06/18/20	Ian Craig	4.10	Review and revise lease summary charts (3.9); correspond with K&E team re same (.2).
06/18/20	John Thomas Goldman	6.00	Correspond and telephone conferences with K&E team re landlord issues (2.0); correspond with same re lease amendment approval process and creditor time line for approval (3.0); telephone conferences with same re same (1.0).
06/18/20	Jake William Gordon	1.80	Telephone conferences with landlords re unexpired leases.
06/18/20	Sohil Khurana	2.00	Review and revise ground leased properties review chart.
06/18/20	Talia Krause	3.80	Coordinate and assign due diligence for leased properties.
06/18/20	Neal Loughery	4.80	Review and analyze leases.
06/18/20	Tiffany T. Mason	1.30	Review and summarize leases.
06/18/20	Puja Narain	1.00	Review and analyze documents related to store #2616 (.7); draft summary for lease review chart (.3).
06/18/20	Puja Narain	2.30	Review and analyze documents related to store #2620 (1.8); draft summary for lease review chart (.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/18/20	Tarah Lorraine Perkins	2.50	Review lease agreements (1.6); revise lease review chart (.9).
06/18/20	Alexander Romano	6.20	Review documents re leased properties (3.0); draft chart summarizing key terms re same (3.2).
06/18/20	Jonathan A. Schechter, P.C.	1.00	Analyze new lease items, related correspondence (.5); review work stream items (.5).
06/18/20	Matthew A. Schroth	1.50	Attend telephone conference re headquarters lease with Company (.5); correspond with Company re lease amendments (1.0).
06/18/20	Josh Sussberg, P.C.	0.30	Correspond with Milbank re lease matters.
06/18/20	Andrew R. Van Noord, P.C.	0.50	Review and analyze lease property real estate diligence.
06/19/20	Jessica Bihl	1.00	Review and summarize lease documentation for stores 227, 400, 528, 562, 691, 910, 921, 1226, 1531, and 1728.
06/19/20	Chris Ceresa	0.90	Telephone conferences with Company and K&E team re work in process for real estate items (.5); correspond with advisors and K&E team re notice for additional store closings (.4).
06/19/20	Rebecca Blake Chaikin	2.50	Correspond with Company, K&E team, Alix re phase 2 closing stores (.4); correspond with A. Yenamandra, J. Goldman re lender approval re same (.7); telephone conference with J. Gordon, C. Ceresa re priority real estate workstreams (.4); correspond with K&E team re same (.5); daily telephone conference with Company, K&E team, Alix, advisors re real estate issues coordination (.5).
06/19/20	Julia R. Foster	0.30	Research precedent re store closing notices (.1); draft Notice of Store Closing (.2).
06/19/20	John Thomas Goldman	3.00	Correspond and telephone conferences with K&E team re lease amendments and approval process.
06/19/20	Vanessa Gomez	2.30	Review lease and reciprocal easement agreement documents for Store 90 (1.3); draft summary of material lease and reciprocal easement agreement terms re same (1.0).
06/19/20	Jake William Gordon	1.30	Telephone conferences with landlord re default notices.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/20	Sohil Khurana	0.80	Review and revise ground leased properties review chart (.6); review and analyze ground lease property diligence materials (.2).
06/19/20	Neal Loughery	2.00	Review and analyze leases.
06/19/20	Mike Lowes	2.20	Review and summarize store lease agreements.
06/19/20	Tiffany T. Mason	8.00	Review and summarize leases.
06/19/20	Tarah Lorraine Perkins	1.00	Review lease agreements (.3); lease review chart (.7).
06/19/20	Alexander Romano	4.40	Review documents re leased properties (2.8); draft chart summarizing key terms re same (1.6).
06/19/20	Jonathan A. Schechter, P.C.	0.80	Review various real estate items, work stream and related correspondence.
06/19/20	Matthew A. Schroth	1.00	Attend telephone conference with P. Foshee re lease amendments.
06/19/20	Christopher Thomas, P.C.	0.50	Participate in telephone conference with K&E teams re transaction matters.
06/19/20	Andrew R. Van Noord, P.C.	2.20	Attend telephone conference with Paul Foshee re lease amendment process (.5); review and analyze lease amendment review (.5); review lease amendment internal processes (.5); review due diligence status (.2); draft feedback to lease reviewers (.5).
06/19/20	Logan Weissler	0.50	Attend telephone conference re lease negotiations.
06/19/20	Victoria M. Zhou	1.00	Review leases.
06/20/20	Chris Ceresa	0.80	Draft notice of store closing sales and exhibits.
06/20/20	Vanessa Gomez	4.10	Review lease and reciprocal easement documents for Store 2876 (1.2); draft summary of material lease and reciprocal easement agreement terms re same (.9); review lease and reciprocal easement agreements for Store 2877 (1.0); draft summary of material lease and reciprocal easement agreement terms re same (1.0).

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06/20/20	Vanessa Gomez	4.50	Review lease and reciprocal easement agreement documents for Store 197 (1.2); draft summary of material lease and reciprocal easement terms re same (1.0); review lease and reciprocal easement agreements for Store 1306 (1.3); draft summary of material lease and reciprocal easement terms re same (1.0).
06/20/20	Jason Niels Grover	1.30	Review diligence re store lease documents (.7) revise lease review chart (.6).
06/20/20	Tarah Lorraine Perkins	0.80	Review lease agreements (.5); revise lease review chart (.3).
06/20/20	Andrew R. Van Noord, P.C.	1.50	Review lease diligence issues.
06/21/20	Ian Craig	1.30	Correspond with K&E team re lease summaries (.4); review lease summary chart (.9).
06/21/20	Vanessa Gomez	4.30	Review leases and reciprocal easement agreements for Stores 378 and 379 (2.8); draft summary of material terms of leases and reciprocal easement agreements re same (1.5).
06/21/20	Vanessa Gomez	3.10	Review and revise lease and reciprocal easement agreement summaries for stores 2209, 2232, 2353, 2399, 2414, 2507, 2522, and 2524.
06/21/20	Andrew R. Van Noord, P.C.	0.20	Correspond with K&E diligence reviewers re leases real property.
06/22/20	Jessica Bihl	10.00	Review and summarize lease documentation for Store Numbers: 227; 400; 528; 562; 691; 910; 921; 1226; 1531; and 1738.
06/22/20	Chris Ceresa	0.30	Correspond with RSA parties and K&E team re upcoming lease rejections.
06/22/20	Chris Ceresa	1.50	Review and analyze three wages orders and store closing procedures order (.8); draft compliance materials re same (.5); correspond with K&E team re same (.2).
06/22/20	Chris Ceresa	1.30	Correspond with JW, Company, advisors, and K&E team including R. Chaikin re Phase 2 GOB sales filing (.4); revise same (.6); telephone conference with advisor and Company re store operations issues (.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/20	Rebecca Blake Chaikin	3.10	Telephone conference with L. Downing re Hilco contract (.2); daily telephone conference with Company, K&E team, Alix, advisors re real estate issues coordination (.9); review phase 2 store closing notice (.2); telephone conference with Company, Alix, B. Riley re phase 2 (.2); correspond with same re same (.6); telephone conference with S. Stark, Alix re store closing severance (.7); telephone conference with Company, Gordon Bros., Alix, K&E team re store closing coordination (.3).
06/22/20	Justin C. Elliott	4.00	Review and analyze lease issues list re San Bruno location (3.5); correspond with Company re open items on lease issues list (.5).
06/22/20	Jake Flood	0.50	Draft and revise lease review chart.
06/22/20	John Thomas Goldman	3.00	Review, discuss and coordinate third party diligence requests (2.0); attend RE task force call (1.0).
06/22/20	Jake William Gordon	1.80	Telephone conferences with landlords re demand letters.
06/22/20	Jason Niels Grover	3.60	Conduct diligence review of store lease documents (1.5); revise lease review chart re same (2.1).
06/22/20	Talia Krause	3.50	Coordinate and assign due diligence for leased properties.
06/22/20	Puja Narain	1.50	Review and analyze documents for store # 2629 (.8); draft summary for lease review chart (.7).
06/22/20	Puja Narain	1.80	Review and analyze documents related to store # 2633 (1.2); draft summary for lease review chart (.6).
06/22/20	Tarah Lorraine Perkins	2.00	Review lease agreements (.8); revise lease review chart (1.2).
06/22/20	Callie Jones Poorman	3.50	Review lease agreements re diligence.
06/22/20	Alexander Romano	4.40	Review lease documents for various properties (2.9); draft chart summarizing key terms re same (1.5).
06/22/20	Jonathan A. Schechter, P.C.	0.50	Telephone conference with real estate task force re real estate items.

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06/22/20	Matthew A. Schroth	0.50	Attend telephone conference with Company and Alix re store liquidation.
06/22/20	Andrew R. Van Noord, P.C.	3.00	Review, analyze first set of lease amendments (2.0); review lease amendment form (1.0).
06/22/20	Andrew R. Van Noord, P.C.	2.30	Attend telephone conference with K&E team re status of lease reviews (.5); attend telephone conference with J. Goldman and J. Schechter re real estate work streams (.5); review correspondence with K&E lease reviewers re lease issues (1.3).
06/22/20	Victoria M. Zhou	2.50	Revise lease issue list (1.5); attend telephone conference with J. Elliot (.3); review correspondence from Company (.3); further revise issue list (.4).
06/23/20	Curt E. Bersche	2.50	Organize and compile Leases.
06/23/20	Jessica Bihl	6.00	Review and summarize lease documentation for Store Numbers: 227; 400; 528; 562; 691; 910; 921; 1226; 1531; and 1738.
06/23/20	John G. Caruso	1.20	Telephone conference with A. Van Noord re lease review project (.7); review lease review form (.5).
06/23/20	Chris Ceresa	0.90	Review and draft summary of de minimis sale procedures motion (.6); correspond with J. Gordon re same (.1); correspond with Gordon Brothers and R. Chaikin re side letters for GOB sales (.2).
06/23/20	Rebecca Blake Chaikin	1.10	Review side letter (.2); daily telephone conference with Company, K&E team, Alix, advisors re real estate issues coordination (.5); correspond with K&E team re same (.4).
06/23/20	Jacob R. Clark	1.70	Prepare for and attend telephone conference with K&E team re document review (1.1); review lease summaries (.5); correspond with L. Cordova re same (.1).
06/23/20	Lizbeth Cordova	1.50	Draft lease amendments.
06/23/20	Ian Craig	1.20	Review lease summaries.
06/23/20	Allyson N. Dillon	1.00	Attend telephone conference with A. Van Noord re lease amendments (.3); attend telephone conference with K&E team re lease review diligence (.5); review correspondence re lease document diligence (.2).



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06/23/20	Justin C. Elliott	0.20	Correspond with K&E team re lease amendments.
06/23/20	Jake Flood	0.80	Draft and revise lease review chart.
06/23/20	Sohil Khurana	1.50	Review and revise ground leased properties review chart.
06/23/20	Talia Krause	4.20	Coordinate and assign due diligence for leased properties.
06/23/20	Will Lawley	0.70	Review third party lease diligence re review.
06/23/20	Tiffany T. Mason	3.00	Review and summarize leases.
06/23/20	Callie Jones Poorman	4.00	Review lease agreements re diligence.
06/23/20	Alexander Romano	5.10	Review lease documents (4.0); draft chart summarizing key terms re same (1.1).
06/23/20	Jonathan A. Schechter, P.C.	1.00	Review lease amendments (.5); Review real estate issues (.5).
06/23/20	Jennifer Sheehan	0.50	Review lease charts.
06/23/20	Al Stemp, P.C.	1.10	Attend telephone conference with J. Elliot and V. Zhou re lease issues (.4); attend telephone conference with A. Cantero re same (.2); review lease draft re applicable state law (.5).
06/23/20	Andrew R. Van Noord, P.C.	2.00	Review lease amendments (1.0); draft language for B. Riley (1.0).
06/23/20	Andrew R. Van Noord, P.C.	0.60	Coordination of lease property reviews.
06/23/20	Samuel Zaretsky	5.50	Review master lease term sheet (4.9); attend telephone conference with S. Tomlinson, J. Goldman, A. Van Noord and M. Schroth re master lease term sheet markup (.6).
06/23/20	Victoria M. Zhou	1.00	Attend telephone conference with A. Stemp and J. Elliot re landlord issues (.3); correspond with J. Elliott re same (.2); draft the lease issue list re same (.5).
06/24/20	Curt E. Bersche	9.10	Organize and compile leases and Reciprocal Easement Agreements.
06/24/20	Jessica Bihl	6.50	Review lease documentation and draft revisions to the lease summaries for Store Numbers: 1037; 1048; 1052; 1068; 1091; 1134; 1153; and 1163.
06/24/20	Andres Cantero Jr.	4.00	Review San Bruno lease (1.8); draft summary of key provisions (2.2).
06/24/20	John G. Caruso	2.00	Review lease documents.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Rebecca Blake Chaikin	0.80	Daily telephone conference with Company, K&E team, Alix, advisors re real estate issues coordination.
06/24/20	Jacob R. Clark	1.70	Review lease summaries.
06/24/20	Lizbeth Cordova	12.50	Draft lease amendments.
06/24/20	Ian Craig	4.70	Review and revise lease summary charts (4.5); correspond with K&E team re same (.2).
06/24/20	John Thomas Goldman	2.00	Review optimization plan status (.8); telephone conference with K&E team re same (.2); telephone conference with working group re 1L approval of optimization plans (1.0)
06/24/20	John Thomas Goldman	1.00	Correspond with K&E team and review re San Bruno amendment.
06/24/20	Talia Krause	4.50	Review, coordinate and assign due diligence for leased properties.
06/24/20	Will Lawley	0.80	Review and revise checklist for structuring and executing the REIT transaction structure.
06/24/20	Tiffany T. Mason	0.60	Review and summarize leases.
06/24/20	Tarah Lorraine Perkins	1.70	Review lease agreements (1.1); revise lease review chart (.6).
06/24/20	Callie Jones Poorman	5.00	Review lease agreements re diligence.
06/24/20	Alexander Romano	3.30	Review newly received sale-leaseback documentation on leased property (2.0); revise summary chart summarizing key terms re same (1.3).
06/24/20	Nicholas Ruge	3.00	Draft, prepare, research re landlord issues (2.6); revise tracker re same (.4).
06/24/20	Jonathan A. Schechter, P.C.	0.50	Review real estate task force and work stream items.
06/24/20	Matthew A. Schroth	1.50	Attend telephone conference with Company and Alix re store liquidation (.5); revise form lease amendment (1.0).
06/24/20	Jennifer Sheehan	1.80	Review and revise lease summary charts.
06/24/20	Andrew R. Van Noord, P.C.	3.50	Revise form of lease amendment (1.0); review draft of lease amendments for 10 stores (2.5).
06/24/20	Andrew R. Van Noord, P.C.	1.50	Review correspondence with K&E lease reviewers re lease issues.
06/24/20	Victoria M. Zhou	2.00	Draft the issue list re landlords.

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06/25/20	April B. Abrams	6.00	Compile and organize lease documents and operating agreements.
06/25/20	Jessica Bihl	2.00	Review lease documentation (.8); revise lease summaries for Store Numbers: 227; 400; 528; 562; 691; 910; 921; 1226; 1531; and 1738 (1.2).
06/25/20	Chris Ceresa	0.80	Draft notice of lease rejection (.5); revise timeline for lease rejections (.3).
06/25/20	Chris Ceresa	0.40	Telephone conference with landlord counterparty re side letter and other issues related to GOB sale (.3); correspond with landlord counterparty re same (.1).
06/25/20	Rebecca Blake Chaikin	3.30	Correspond with K&E team, Alix, B. Riley re real estate approvals from lenders (.8); review tracker re same (.2); telephone conferences with Alix, J. Goldman, J. Gordon, C. Ceresa re same (.8); correspond with Milbank re same (.2); daily telephone conference with Company, K&E team, Alix, advisors re real estate issues coordination (1.0); review summary of store closing and lease rejection process (.3).
06/25/20	Jacob R. Clark	2.50	Review lease documents (1.8); revise lease summaries (.7).
06/25/20	Lizbeth Cordova	4.40	Review and revise lease amendment agreements.
06/25/20	Ian Craig	5.00	Review and revise lease summary charts.
06/25/20	John Thomas Goldman	3.00	Telephone conference with real estate task force re real estate items (1.0); correspond with K&E team re status of various items (1.0); telephone conferences with K&E team re lease amendments (1.0).
06/25/20	Jake William Gordon	1.90	Review, analyze de minimis asset sale procedures.
06/25/20	Talia Krause	4.50	Review, coordinate and assign due diligence for leased properties.
06/25/20	Will Lawley	0.80	Review third party lease re-review.
06/25/20	Tyler E. Neal	1.50	Review and summarize leases.
06/25/20	Callie Jones Poorman	4.50	Review lease agreements re diligence.
06/25/20	Nicholas Ruge	0.50	Review landlord lockout and default notices (.3); revise tracker re same (.2).

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06/25/20	Jonathan A. Schechter, P.C.	0.80	Analyze real estate task force and work stream items (.5); telephone conference with J. Goldman re same (.3).
06/25/20	Jennifer Sheehan	5.00	Review and revise lease summary charts.
06/25/20	Andrew R. Van Noord, P.C.	4.00	Distribute first set of lease amendments to Company (.5); correspond with B. Riley re lease term sheets and related issues (2.5); revise lease amendments (1.0).
06/25/20	Andrew R. Van Noord, P.C.	0.80	Review correspondence with K&E lease reviewers re lease issues.
06/25/20	Victoria M. Zhou	1.50	Review and revise issue list re landlords.
06/26/20	Chris Ceresa	1.20	Correspond K&E team re real estate issues (.2); telephone conference with same re same (.1); review and comment on real estate diligence charts, underlying documentation (.9).
06/26/20	Rebecca Blake Chaikin	0.70	Correspond with 1L advisors re real estate approvals tracker (.2); telephone conference with Company, Gordon Bros., Alix, K&E team re store closing coordination (.5).
06/26/20	Jacob R. Clark	3.60	Review lease and REA documents (2.9); review and revise lease summary and REA summary (.7).
06/26/20	Lizbeth Cordova	1.00	Attend telephone conference with P. Foshee re lease amendments (.5); attend telephone conference with M. Jerbich re same (.5).
06/26/20	Ian Craig	1.40	Review and revise lease summary charts (1.3); correspond with K&E team re same (.1).
06/26/20	Jake William Gordon	0.80	Telephone conferences with landlords re demand letters.
06/26/20	Talia Krause	1.70	Review, coordinate and assign due diligence for leased properties.
06/26/20	Will Lawley	3.00	Review third party lease re-review.
06/26/20	Callie Jones Poorman	7.00	Review lease agreements for prepetition diligence.
06/26/20	Jonathan A. Schechter, P.C.	0.80	Review task force items, work stream items, related correspondence.

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06/26/20	Matthew A. Schroth	1.50	Attend telephone conference with Company and Alix re liquidation sales (.5); attend telephone conference with K&E team re lease amendments (1.0).
06/26/20	Jennifer Sheehan	5.50	Review and revise lease summary charts (3.3); review leases (2.2).
06/26/20	Andrew R. Van Noord, P.C.	4.00	Telephone conference with P. Foshee re revised lease amendments and revisions to same (1.5); draft term sheet provisions for B. Riley (1.5); correspond with P. Foshee re same (1.0).
06/26/20	Andrew R. Van Noord, P.C.	0.80	Review correspondence with K&E lease reviewers re lease issues.
06/27/20	Rebecca Blake Chaikin	0.20	Correspond with Company re abandonment of property.
06/27/20	Jake William Gordon	0.30	Review, analyze demand letters.
06/27/20	Talia Krause	0.10	Coordinate and assign due diligence for leased properties.
06/27/20	Will Lawley	2.00	Review third party lease re-review.
06/27/20	Callie Jones Poorman	5.00	Review lease agreements for prepetition diligence.
06/27/20	Jennifer Sheehan	3.60	Review and revise lease summary charts re lease review (3.2); correspond with lease diligence team re same (.4).
06/28/20	Ian Craig	4.10	Review and revise lease summary charts.
06/28/20	Vanessa Gomez	4.40	Review leases and reciprocal easement agreements for Stores 2919 and 2939 (2.9); draft summary of material lease and reciprocal easement agreement terms re same (1.5).
06/28/20	Jake William Gordon	2.50	Review, revise auction pleadings.
06/28/20	Talia Krause	2.20	Coordinate and assign due diligence for leased properties.
06/28/20	Will Lawley	3.40	Review third party lease re-review.
06/28/20	Tiffany T. Mason	1.00	Review and summarize leases.
06/28/20	Callie Jones Poorman	2.00	Review lease agreements for prepetition diligence.
06/28/20	Jonathan A. Schechter, P.C.	0.30	Review items re deadlines, work in process items, related correspondence.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Retail Business Operations / Unexpired Leases / GOB  
Sales

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Invoice Number: 1050032376  
Matter Number: 47223-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/20	Andrew R. Van Noord, P.C.	1.50	Revise form of lease amendment (.8); correspond with L. Cordova re same (.2); correspond with B. Riley re lease amendment terms (.5).
06/29/20	Jessica Bihl	3.00	Organize and review lease documentation for Store Numbers: 4; 5; 7; 55; 89; 133; 194; 199; 218; 219.
06/29/20	John G. Caruso	3.80	Review and revise lease summaries.
06/29/20	Chris Ceresa	0.60	Correspond with K&E team and Company and landlord re insurance issues.
06/29/20	Chris Ceresa	0.20	Correspond with Gordon Brothers re side letter issue with GOB sale landlord.
06/29/20	Rebecca Blake Chaikin	0.70	Telephone conference with J. Gordon, C. Ceresa re real estate bid procedures (.2); daily telephone conference with Company, K&E team, Alix, advisors re real estate issues coordination (.5).
06/29/20	Jacob R. Clark	3.60	Review lease documents and summaries.
06/29/20	Lizbeth Cordova	5.60	Organize real estate due diligence (4.5); review lease amendment term sheets and lease amendment form (1.1).
06/29/20	Ian Craig	6.20	Review and revise to lease summary charts.
06/29/20	Justin C. Elliott	0.20	Correspond with K&E team re open items.
06/29/20	Jake Flood	0.70	Draft and revise lease review chart.
06/29/20	Jake William Gordon	2.10	Review lease auction procedures.
06/29/20	Talia Krause	6.50	Review, coordinate and assign due diligence for leased properties.
06/29/20	Will Lawley	3.00	Review third party lease re-review.
06/29/20	Tyler E. Neal	3.60	Review and summarize leases.
06/29/20	Tarah Lorraine Perkins	1.00	Review lease agreements (.4); revise lease review chart (.6).
06/29/20	Callie Jones Poorman	7.00	Review lease agreements for prepetition diligence.
06/29/20	Prentis Robinson	0.30	Correspond with AlixPartners re executory contract analysis.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Retail Business Operations / Unexpired Leases / GOB  
Sales

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Invoice Number: 1050032376  
Matter Number: 47223-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/20	Alexander Romano	15.10	Review lease documents for various properties (4.0); draft chart summarizing key terms of same (4.0); revise lease chart summaries (4.0); review newly received lease documents for various properties (1.5); draft summary chart re same (1.6).
06/29/20	Jonathan A. Schechter, P.C.	0.50	Telephone conference with real estate task force re real estate issues.
06/29/20	Matthew A. Schroth	0.40	Attend telephone conference with Company and Alix re liquidation sales.
06/29/20	Jennifer Sheehan	4.90	Correspond with K&E team re lease diligence (.4); review and revise lease summary charts (3.5); review leases (1.0).
06/29/20	Josh Sussberg, P.C.	1.00	Attend telephone conference with G. Holihan re status (.3); attend telephone conference with Okin Adams, Lazard and Alix re real estate matters (.3); correspond with K&E team re same (.2); correspond with K&E team and advisors re status (.1); attend telephone conference with M. Weitz re real estate matters (.1).
06/29/20	Andrew R. Van Noord, P.C.	1.20	Review lease amendment outstanding issues (1.0); correspond with B. Riley, P. Foshee re same (.2).
06/29/20	Andrew R. Van Noord, P.C.	0.50	Review lease issues.
06/30/20	Jessica Bihl	0.30	Review and revise lease summaries.
06/30/20	Chris Ceresa	1.40	Correspond with Company and K&E team re rejection issues (.4); revise notice of lease rejection (.4); correspond with JW team and K&E team re coordinating filing CNO for lease rejection (.4); telephone conference with Company, advisors and K&E team re various real estate issues (.2).
06/30/20	Chris Ceresa	1.20	Correspond with Company re compliance with store closing procedures order (.4); correspond with advisors re compliance with wages order (.4); analyze wages orders re compliance requirements (.4).
06/30/20	Rebecca Blake Chaikin	0.60	Correspond with K&E team re real estate workstreams status (.2); review long-range plan (.2); correspond with K&E team re reporting requirements (.2).



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Retail Business Operations / Unexpired Leases / GOB  
Sales

Invoice Number: 1050032376  
Matter Number: 47223-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Jacob R. Clark	4.60	Review ground lease and sale/leaseback lease documents (3.3); draft comments to lease summaries (1.3).
06/30/20	Lizbeth Cordova	2.70	Review and revise form amendments.
06/30/20	Ian Craig	5.20	Review and revise lease summary charts (4.5); review and revise lease summaries (.7).
06/30/20	Jake Flood	0.10	Draft and revise lease review chart.
06/30/20	Jake William Gordon	3.30	Review, revise auction pleadings (1.8); review, analyze lease docs (.6); correspond with K&E team re same (.7); review plan re same (.2).
06/30/20	Talia Krause	4.50	Review, coordinate and assign due diligence for leased properties.
06/30/20	Puja Narain	2.50	Correspond re lease review chart edits with J. Elliott (.7); revise lease review chart (1.8).
06/30/20	Tarah Lorraine Perkins	2.00	Review lease agreements (1.2); revise lease review chart (.8).
06/30/20	Callie Jones Poorman	2.00	Review lease agreements.
06/30/20	Alexander Romano	12.20	Review lease documents for various properties (4.0); draft chart summarizing key terms of same (4.0); revise lease summary charts (4.0); correspond with I. Craig, T. Krause and L. Cordova re same (.2).
06/30/20	Stephanie Goldkopf Scheer	0.50	Review lease documents re preparation of lease abstract chart.
06/30/20	Jennifer Sheehan	1.60	Review and revise lease summary charts with corresponding lease review.
06/30/20	Andrew R. Van Noord, P.C.	4.00	Telephone conference with P. Foshee re revised lease amendments and revisions to same (1.5); draft term sheet provisions for B. Riley and correspond with P. Foshee re same (2.5).
06/30/20	Andrew R. Van Noord, P.C.	0.50	Review lease property diligence summary.
<b>Total</b>		<b>1,487.40</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032377**

**Client Matter: 47223-11**

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**In the Matter of Employee Issues**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 77,635.50

Total legal services rendered

\$ 77,635.50

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Employee Issues

Invoice Number: 1050032377  
 Matter Number: 47223-11

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Matthew Antinossi	8.70	1,375.00	11,962.50
Rebecca Blake Chaikin	0.50	1,085.00	542.50
Kate Coverdale	0.70	1,215.00	850.50
Julia R. Foster	1.00	340.00	340.00
R.D. Kohut	0.20	1,175.00	235.00
Emily Morrison	14.70	845.00	12,421.50
Kimberly Pageau	20.30	740.00	15,022.00
Scott D. Price, P.C.	5.40	1,635.00	8,829.00
Jeffrey S. Quinn	1.40	1,375.00	1,925.00
Prentis Robinson	0.80	610.00	488.00
Michael B. Slade	1.10	1,395.00	1,534.50
Allyson Smith Weinhouse	4.90	965.00	4,728.50
Aparna Yenamandra	16.10	1,165.00	18,756.50
<b>TOTALS</b>	<b>75.80</b>		<b>\$ 77,635.50</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Employee Issues

Invoice Number: 1050032377  
Matter Number: 47223-11

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/18/20	Scott D. Price, P.C.	0.70	Telephone conference with A. Yenamandra re compensation matters (.4); correspond with same re same (.3).
05/18/20	Jeffrey S. Quinn	0.30	Review and analyze question re 401(k) issues (.2); correspond with M. Antinossi re same (.1).
05/18/20	Aparna Yenamandra	0.40	Telephone conference with S. Price re comp issues.
05/19/20	Matthew Antinossi	0.30	Correspond with K. Coverdale re severance plan revisions and documentation (.1); review files re same (.2).
05/19/20	Kate Coverdale	0.20	Correspond with K&E team re employee and compensation matters.
05/19/20	Julia R. Foster	0.30	Draft wages fee motion.
05/19/20	Scott D. Price, P.C.	0.50	Review management programs and severance payments.
05/19/20	Prentis Robinson	0.80	Telephone conference with A. Yenamandra re employee benefit analysis (.3); review, revise presentations re same (.5).
05/19/20	Aparna Yenamandra	1.30	Correspond with P. Robinson re compensation deck (.4); telephone conference with P. Robinson re same (.3); correspond with S. Stark re VARP timeline (.6).
05/20/20	Matthew Antinossi	1.00	Review and analyze PBGC issues (.3); telephone conferences with E. Morrison re same (.2); telephone conference with E. Morrison and A. Yenamandra re same (.2); review PBGC correspondence (.1); review correspondence from K&E and JCP teams re severance benefits (.2).
05/20/20	Emily Morrison	0.50	Prepare PBGC Form 10 filing.
05/20/20	Allyson Smith Weinhouse	1.40	Telephone conference with Company, K&E team re benefits strategy, timing considerations.
05/20/20	Aparna Yenamandra	2.20	Telephone conference re comp/benefit programs with JCP, K&E team (1.4); correspond with K&E team re same (.4); telephone conference with M. Antinossi re PBGC (.4).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Employee Issues

Invoice Number: 1050032377  
Matter Number: 47223-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Matthew Antinossi	0.20	Review correspondence from K&E and JCP teams re employee compensation issues.
05/21/20	Rebecca Blake Chaikin	0.30	Correspond with A. Weinhouse re employee issues.
05/21/20	Kate Coverdale	0.20	Correspond with S. Price, L. Huynh and S. Hudson re disclosure and equity matters.
05/21/20	Emily Morrison	1.70	Prepare PBGC Form 10 filing.
05/21/20	Scott D. Price, P.C.	1.00	Correspond with advisor team re deferred compensation matters and director equity awards.
05/21/20	Aparna Yenamandra	0.40	Correspond with advisor team re compensation issues.
05/22/20	Emily Morrison	1.00	Prepare PBGC Form 10 filing.
05/22/20	Michael B. Slade	0.60	Telephone conference with K&E team re labor issues (.5); review materials re same (.1).
05/22/20	Aparna Yenamandra	1.60	Telephone conference with K&E team re labor issues (.5); telephone conference with K&E team re police power issues (.6); correspond with K&E team re GOB severance issues (.5).
05/23/20	Emily Morrison	1.00	Prepare PBGC Form 10 filing.
05/24/20	Matthew Antinossi	0.10	Correspond with E. Morrison re PBGC reporting issues and data.
05/24/20	Emily Morrison	1.00	Prepare PBGC Form 10 filing.
05/24/20	Aparna Yenamandra	1.00	Review labor summary (.4); correspond re severance waiver changes (.6).
05/25/20	Emily Morrison	2.50	Prepare PBGC Form 10 filing.
05/26/20	Matthew Antinossi	1.90	Review and analyze draft PBGC reporting (.5); correspond with E. Morrison re same (.2); telephone conference with K&E, JCP and PBGC teams re pension issues (.3); review and revise severance plan notices (.7); correspond with K&E team re same (.2).
05/26/20	Emily Morrison	3.50	Prepare PBGC Form 10 filing.
05/26/20	Scott D. Price, P.C.	0.50	Telephone conference with A. Weinhouse, S. Stark re director equity awards.
05/26/20	Aparna Yenamandra	0.50	Telephone conference with PBGC re pension issues.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Employee Issues

Invoice Number: 1050032377  
Matter Number: 47223-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Matthew Antinossi	0.50	Telephone conference with PBGC re pension issues (.2); correspond with PBGC re same (.2); correspond with K&E team re same (.1).
05/27/20	Emily Morrison	1.20	Prepare PBGC Form 10 filing.
05/27/20	Scott D. Price, P.C.	0.70	Draft and review correspondence re director equity.
05/27/20	Aparna Yenamandra	0.70	Correspond with K&E, Alix, JCP teams re severance issues.
05/28/20	Matthew Antinossi	1.00	Review and revise severance plan summary and employee notice (.4); correspond with G. Bair re same (.2); review draft PBGC Form 10 (.3); correspond with E. Morrison re same (.1).
05/28/20	Emily Morrison	0.50	Prepare PBGC Form 10 filing.
05/28/20	Aparna Yenamandra	1.70	Correspond with JCP and K&E teams re compensation and benefit issues (1.4); review related comms materials (.3).
05/29/20	Kimberly Pageau	1.30	Draft supplemental wages motion (1.1); correspond with K&E team re wages matters (.2).
05/29/20	Allyson Smith Weinhouse	0.70	Correspond with B. Tread way, S. Stark, Alix team, A. Yenamandra re compensation matters.
05/29/20	Aparna Yenamandra	1.10	Correspond with advisor team re director comp and other compensation issues (.7); telephone conference with A. Weinhouse re relocation issues (.4).
05/30/20	Matthew Antinossi	0.20	Review correspondence re 409A issues (.1); correspond with A. Yenamandra re same (.1).
05/30/20	Kimberly Pageau	0.70	Review, revise supplemental wages motion.
06/01/20	Kimberly Pageau	0.90	Review, review supplemental wages motion, order and correspond with K&E team re same.
06/02/20	Kimberly Pageau	3.10	Conference with K&E team re wage motion issues (.3); review, revise second supplemental wages motion (1.9); correspond with K&E team re same (.7); review, revise supplemental wages order (.2).
06/03/20	Kimberly Pageau	2.80	Conference with K&E team re compensation matters (.9); conference with K&E team, AlixPartners re second supplemental wages motion (.6); review, revise re same (1.3).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Employee Issues

Invoice Number: 1050032377  
Matter Number: 47223-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/20	Kimberly Pageau	2.10	Review, revise second supplemental wages motion and correspond with K&E team, JW re same.
06/05/20	Rebecca Blake Chaikin	0.20	Correspond with A. Weinhouse re employee benefits issue.
06/05/20	Emily Morrison	0.30	Check in with re status of PBGC Form 10 filing.
06/06/20	Emily Morrison	0.50	Prepare final documents for PBGC Form 10 filing.
06/07/20	Matthew Antinossi	0.50	Correspond with K&E team re PBGC filing data and issues (.2); review and analyze revised PBGC forms (.2); correspond with E. Morrison re filing matters (.1).
06/07/20	Emily Morrison	0.80	Prepare final documents for PBGC Form 10 filing.
06/08/20	Kimberly Pageau	2.90	Correspond with K&E team, UCC re wage and employee diligence (.5); conference with AlixPartners, K&E team re severance items (.4); research case law on severance (2.0).
06/08/20	Jeffrey S. Quinn	0.20	Review, comment on WIP checklist re labor issues.
06/08/20	Aparna Yenamandra	0.70	Correspond with A. Weinhouse re severance issues.
06/09/20	Matthew Antinossi	1.00	Correspond with A. Weinhouse and A. Yenamandra re severance issues (.3); telephone conference with same re severance and PBGC correspondence (.3); review and analyze PBGC language for disclosure statement (.3); correspond with K&E and JCP teams re PBGC filing (.1).
06/09/20	Emily Morrison	0.20	Provide comments re PBGC Form 10 reportable event filing.
06/09/20	Kimberly Pageau	2.10	Review, revise wages motion orders (.5); conference with K&E team, outside counsel, Company re same, employee matters (1.6).
06/09/20	Aparna Yenamandra	0.70	Correspond with K&E team re severance issues.
06/10/20	Kimberly Pageau	3.20	Review, revise wages orders and correspond with K&E team, outside counsel re same (2.5); draft talking points re same (.7).
06/11/20	Matthew Antinossi	0.10	Correspond with K&E team re nonqualified pension plan issues.



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Employee Issues

Invoice Number: 1050032377  
Matter Number: 47223-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/20	Kate Coverdale	0.10	Correspond with K&E team re equity matters.
06/11/20	Jeffrey S. Quinn	0.20	Review hearing transcript.
06/11/20	Aparna Yenamandra	0.50	Telephone conference re severance considerations.
06/11/20	Aparna Yenamandra	0.40	Correspond re compensation issues.
06/12/20	Matthew Antinossi	0.20	Review correspondence from K&E and JCP teams re severance plan issues.
06/13/20	R.D. Kohut	0.20	Review WARN Act issues.
06/14/20	Jeffrey S. Quinn	0.20	Review WIP/key dates and deadlines re employee matters.
06/15/20	Kimberly Pageau	0.40	Review wages orders and draft summary for Company re same.
06/15/20	Scott D. Price, P.C.	0.70	Discuss non-qualified plan.
06/17/20	Scott D. Price, P.C.	0.50	Correspond with A. Yenamandra, A. Weinhouse re non-qualified plans.
06/19/20	Matthew Antinossi	0.30	Review and analyze revised stipulation re PBGC claims (.2); review correspondence from K&E team and PBGC re same (.1).
06/19/20	Kimberly Pageau	0.30	Telephone conference with K&E team, WTW re compensation matters.
06/19/20	Michael B. Slade	0.50	Attend telephone conference with K&E team re KERP.
06/19/20	Allyson Smith Weinhouse	0.60	Telephone conference with K&E team, WTW re compensation matters.
06/19/20	Aparna Yenamandra	0.60	Telephone conference with WTW re upcoming compensation motion.
06/21/20	Jeffrey S. Quinn	0.10	Review dates and deadline schedule.
06/22/20	Kimberly Pageau	0.50	Review wages and store closings summary chart (.3); correspond with K&E team re same (.2).
06/22/20	Scott D. Price, P.C.	0.80	Telephone conference with A. Yenamandra, A. Weinhouse, WTW re compensation programs.
06/22/20	Allyson Smith Weinhouse	1.00	Correspond with K&E team, WTW re compensation matters (.9); correspond with K. Pageau re summary chart (.1).
06/22/20	Aparna Yenamandra	0.90	Telephone conference with TW, A. Weinhouse re compensation issues (.6); telephone conference with S. Price re same (.3).

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Employee Issues

Invoice Number: 1050032377  
 Matter Number: 47223-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Matthew Antinossi	1.10	Review and analyze severance plan issues (.5); correspond with S. Stark and K. Coverdale re same (.3); review COBRA subsidy notice (.2); correspond with K&E team re same (.1).
06/24/20	Kate Coverdale	0.20	Correspond with Company re severance matters.
06/24/20	Jeffrey S. Quinn	0.20	Review WIP chart re employee issues.
06/25/20	Matthew Antinossi	0.30	Correspond with K&E team re pension and benefits issues (.1); review and analyze same (.2).
06/25/20	Allyson Smith Weinhouse	1.20	Correspond with A. Yenamandra re 409A relief (.7); telephone call with S. Stark re same (.5).
06/25/20	Aparna Yenamandra	0.70	Correspond with A. Weinhouse re 409a relief.
06/26/20	Aparna Yenamandra	0.70	Correspond with Company team re compensation and 409a issues.
06/28/20	Jeffrey S. Quinn	0.20	Review key dates and deadline chart, deal milestone WIP chart re employee issues.
06/29/20	Julia R. Foster	0.70	Draft KERP motion.
<b>Total</b>		<b>75.80</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032378**

**Client Matter: 47223-12**

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**In the Matter of Utilities**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 51,758.50

Total legal services rendered

\$ 51,758.50

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Utilities

Invoice Number: 1050032378  
Matter Number: 47223-12

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Lucas W. Brown	76.70	610.00	46,787.00
Julia R. Foster	0.40	340.00	136.00
Jake William Gordon	0.70	845.00	591.50
Eric Nyberg	1.00	265.00	265.00
Kenneth Sampson	2.50	395.00	987.50
Allyson Smith Weinhouse	3.10	965.00	2,991.50
<b>TOTALS</b>	<b>84.40</b>		<b>\$ 51,758.50</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Utilities

Invoice Number: 1050032378  
Matter Number: 47223-12

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/18/20	Lucas W. Brown	1.40	Correspond with Alix and K&E teams re utilities order (.6); correspond with K&E team and Company counsel re utilities order (.8).
05/19/20	Lucas W. Brown	1.00	Review utilities order (.2); correspond with K&E team and Alix re same (.8).
05/20/20	Lucas W. Brown	0.20	Correspond with K&E team and Alix team re utilities order.
05/20/20	Eric Nyberg	1.00	Research re utilities creditors.
05/21/20	Lucas W. Brown	4.20	Draft adequate assurance response letter (1.7); review and analyze precedent re same (.6); correspond with K&E team and Alix re same (.3); draft tracker re same (1.2); telephone conference with K&E team and Alix re same (.2); prepare for same (.2).
05/21/20	Julia R. Foster	0.40	Research precedent re responses to adequate assurance letters.
05/21/20	Allyson Smith Weinhouse	0.60	Review, analyze adequate assurance requests (.2); correspond with L. Brown re same (.1); telephone conference with Alix re same (.3).
05/25/20	Lucas W. Brown	2.80	Draft and revise response letters re adequate assurance (1.7); review and analyze precedent re same (.8); correspond with K&E team re same (.3).
05/26/20	Lucas W. Brown	1.90	Correspond with K&E team, utility providers re adequate assurance responses (.7); draft and revise same (1.2).
05/26/20	Allyson Smith Weinhouse	0.60	Correspond with Alix team, L. Brown re adequate assurance requests, responses.
05/27/20	Lucas W. Brown	7.20	Correspond with K&E team, Alix team, Company and utility providers re adequate assurance requests responses (1.2); draft and revise tracker re same (1.3); draft and revise responses re same (3.9); telephone conferences with utility providers re same (.6); telephone conference with S. Dorsey and Alix team re same (.2).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Utilities

Invoice Number: 1050032378  
Matter Number: 47223-12

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Allyson Smith Weinhouse	1.30	Telephone conference with utility provider re adequate assurance request (.5); correspond with Alix team, L. Brown re adequate assurance requests, responses (.2); review same (.6).
05/28/20	Lucas W. Brown	5.10	Draft and revise settlement letters (3.2); correspond with K&E team, Alix team, and utility providers re same (1.2); draft and revise matter tracker re same (.7).
05/29/20	Lucas W. Brown	3.40	Draft and revise settlement letters re adequate assurance (2.1); correspond with K&E team, Alix team and utility providers re same (.8); telephone conferences with utility providers re same (.5).
05/29/20	Kenneth Sampson	2.50	Organize and review disclosures relating to creditors, entities submitted as utilities.
05/31/20	Lucas W. Brown	0.30	Correspond with K&E team re adequate assurance requests.
06/01/20	Lucas W. Brown	1.80	Draft and revise settlement letters re adequate assurance (1.3); correspond with K&E, Alix teams and Company's utility providers re same (.5).
06/02/20	Lucas W. Brown	1.90	Correspond with K&E and Alix teams and Company's utility providers re adequate assurance requests (.5); draft and revise settlement letters re same (1.4).
06/03/20	Lucas W. Brown	0.60	Correspond with K&E and Alix teams and Company's utility providers re adequate assurance requests (.3); draft and revise settlement letters re same (.3).
06/03/20	Allyson Smith Weinhouse	0.20	Correspond with L. Brown re utilities.
06/04/20	Lucas W. Brown	1.40	Draft and revise settlement letters re adequate assurance requests (.7); correspond with K&E team and Company re same (.4); review and revise case tracker re same (.3).
06/05/20	Lucas W. Brown	5.10	Correspond with K&E and Alix teams and Company's utility providers re adequate assurance requests (.8); draft and revise settlement letters re same (.4); review and revise tracker re same (.6); review and outline motion to vacate re same (3.3).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Utilities

Invoice Number: 1050032378  
Matter Number: 47223-12

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/20	Lucas W. Brown	5.30	Research, analyze precedent re adequate assurance requests (3.2); correspond with K&E and Alix teams re same (.6); outline motion to vacate re same (.7); draft and revise settlement letters re same (.8).
06/07/20	Lucas W. Brown	0.30	Correspond with K&E team and Company's utility providers re adequate assurance requests.
06/08/20	Lucas W. Brown	3.00	Draft and revise settlement letters re adequate assurance requests (1.8); correspond with K&E and Alix teams re same (.4); review motion to vacate re same (.4); telephone conference with K&E team and Company utility providers re same (.2); draft and revise tracker re same (.2).
06/08/20	Jake William Gordon	0.70	Correspond with K&E team and review utilities shutdown.
06/09/20	Lucas W. Brown	1.30	Draft and revise settlement letters re adequate assurance requests (.7); correspond with K&E and Alix teams and Company utility providers re same (.4); review and revise request tracker re same (.2).
06/10/20	Lucas W. Brown	2.40	Correspond with K&E and Alix teams and Company utility providers re adequate assurance requests (.4); draft and revise settlement letters re same (1.5); telephone conference with Company utility providers re same (.2); review and revise tracker re same (.3).
06/11/20	Lucas W. Brown	3.90	Draft and revise settlement letters re adequate assurance requests (2.3); correspond with K&E and Alix teams and Company utility providers re same (.7); review and revise tracker re same (.9).
06/12/20	Lucas W. Brown	0.50	Correspond with K&E and Alix teams re adequate assurance requests (.2); draft and revise settlement letters re same (.3).
06/15/20	Lucas W. Brown	2.10	Correspond with K&E and Alix team and Company utility providers re adequate assurance (.6); draft and revise settlement letters re same (1.2); draft and revise matter tracker re same (.3).



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Utilities

Invoice Number: 1050032378  
Matter Number: 47223-12

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/20	Lucas W. Brown	2.90	Correspond with Company utility providers re automatic stay (.5); correspond with K&E and Alix teams and Company re same (.4); correspond with K&E and Alix teams and Company utility providers re adequate assurance (.6); draft and revise settlement letters re same (1.1); draft and revise tracker re same (.3).
06/17/20	Lucas W. Brown	2.50	Draft and revise settlement letters re adequate assurance requests (1.4); correspond with K&E and Alix teams re same (.4); telephone conferences with K&E and Alix teams and Company utility providers' counsel re same (.7).
06/19/20	Lucas W. Brown	1.10	Draft and revise settlement letters re adequate assurance requests (.7); correspond with KW and Alix teams and Company's utility providers re same (.4).
06/19/20	Allyson Smith Weinhouse	0.10	Correspond with L. Brown re adequate assurance requests.
06/20/20	Lucas W. Brown	2.00	Review and revise settlement letters re adequate assurance requests (1.3); correspond with K&E and Alix team and Company re same (.5); review and revise case tracker re same (.2).
06/22/20	Lucas W. Brown	1.00	Review and revise tracker re adequate assurance requests (.1); correspond with K&E and Alix teams re same (.3); review and revise settlement letters re same (.3); correspond with K&E team and counsel for Company utility providers re settlement re motion to vacate (.3).
06/23/20	Lucas W. Brown	0.80	Draft and revise settlement letters re adequate assurance requests (.5); review and revise tracker re same (.1); correspond with K&E and Alix teams re same (.2).
06/24/20	Lucas W. Brown	0.60	Telephone conference with Company utility provider re adequate assurance request (.2); correspond with K&E and Alix teams re same (.2); review and revise tracker re same (.2).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Utilities

Invoice Number: 1050032378  
Matter Number: 47223-12

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/20	Lucas W. Brown	1.50	Review and revise tracker re adequate assurance requests (.2); review and revise settlement letters re same (.9); correspond with K&E and Alix teams and Company re same (.4).
06/25/20	Allyson Smith Weinhouse	0.10	Correspond with L. Brown re adequate assurance request.
06/27/20	Lucas W. Brown	1.60	Draft and revise settlement letters re adequate assurance requests (.8); correspond with K&E team and Company utility providers re same (.4); review and revise tracker re same (.4).
06/29/20	Lucas W. Brown	1.30	Draft and revise settlement letters re adequate assurance requests (.8); correspond with K&E and Alix teams and Company utility providers re same (.3); review and revise tracker re same (.2).
06/30/20	Lucas W. Brown	4.30	Draft and revise settlement letters re adequate assurance requests (2.8); correspond with Alix and K&E teams and Company and Company utility providers re same (.7); telephone conference with utility provider re same (.3); review and revise tracker re same (.5).
06/30/20	Allyson Smith Weinhouse	0.20	Correspond with L. Brown re adequate assurance requests.
<b>Total</b>		<b>84.40</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032379**

**Client Matter: 47223-13**

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**In the Matter of Schedules / SOFA**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 49,519.50

Total legal services rendered

\$ 49,519.50

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Schedules / SOFA

Invoice Number: 1050032379  
Matter Number: 47223-13

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Margaret R. Alden	28.20	610.00	17,202.00
Rebecca Blake Chaikin	10.20	1,085.00	11,067.00
Julia R. Foster	0.20	340.00	68.00
Paul Stephens Hendrickson	0.10	975.00	97.50
Joshua Merrill	0.50	1,085.00	542.50
Kimberly Pageau	3.10	740.00	2,294.00
Jeffrey S. Quinn	0.20	1,375.00	275.00
Tana Ryan, P.C.	0.50	1,395.00	697.50
Christian Semonsen	8.50	1,235.00	10,497.50
Allyson Smith Weinhouse	6.30	965.00	6,079.50
Aparna Yenamandra	0.60	1,165.00	699.00
<b>TOTALS</b>	<b>58.40</b>		<b>\$ 49,519.50</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Schedules / SOFA

Invoice Number: 1050032379  
Matter Number: 47223-13

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/29/20	Margaret R. Alden	0.20	Correspond with Lazard, Alix, K&E teams re global notes.
05/29/20	Julia R. Foster	0.20	Research precedent re global notes.
06/01/20	Margaret R. Alden	0.30	Telephone conference with Alix, K&E team re global notes.
06/01/20	Allyson Smith Weinhouse	0.40	Telephone conference with Alix team re SOFAs.
06/02/20	Margaret R. Alden	0.60	Revise global notes (.3); correspond with K&E, Alix teams re same (.3).
06/05/20	Margaret R. Alden	1.80	Telephone conference with Company, Alix, A. Smith Weinhouse re schedules, SOFA (1.1); correspond with same re same (.2); research precedent re same (.5).
06/06/20	Margaret R. Alden	0.70	Correspond with Company, A. Smith Weinhouse re schedules, SoFA.
06/12/20	Rebecca Blake Chaikin	0.30	Telephone conference with M. Slade re claims, schedules and statements.
06/15/20	Rebecca Blake Chaikin	0.20	Telephone conference with R. Robbins re schedules and statements.
06/15/20	Kimberly Pageau	0.60	Review draft schedules and statements.
06/15/20	Christian Semonsen	2.00	Review input from Company for environmental responses to SOFA.
06/16/20	Margaret R. Alden	1.60	Telephone conference with Company, J. Gordon re SOFAs, schedules (.6); telephone conference with Alix, K&E team re same (.6); correspond with K&E team re same (.4).
06/16/20	Rebecca Blake Chaikin	0.90	Telephone conference with Alix, K&E team re schedules and statements (.6); correspond with K. Pageau re same (.3).
06/16/20	Kimberly Pageau	2.30	Review draft schedules and conference with K&E team re same.
06/16/20	Christian Semonsen	3.00	Review input from Company re environmental liabilities (1.7); draft schedules to SOFA environmental questions (1.3).
06/17/20	Margaret R. Alden	1.60	Research schedules, SOFA issues (.2); review, analyze same (.3); correspond with K&E team re same (.5); revise global notes re same (.6).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Schedules / SOFA

Invoice Number: 1050032379  
Matter Number: 47223-13

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	Christian Semonsen	2.50	Review correspondence and comments and draft revisions to environmental responses to SOFA (2.0); review and respond to followup questions from AlixPartners re same (.5).
06/18/20	Margaret R. Alden	1.00	Telephone conference with K&E team, Alix re schedules, statements (.4); correspond with K&E team, Alix re same (.1); revise schedules, statements re same (.5).
06/18/20	Allyson Smith Weinhouse	0.30	Correspond with M. Alden re SOFAs.
06/19/20	Margaret R. Alden	0.20	Draft, revise global notes (.1); correspond with Alix, K&E teams re same (.1).
06/19/20	Allyson Smith Weinhouse	0.10	Correspond with M. Alden re global notes.
06/21/20	Margaret R. Alden	4.30	Telephone conferences with R. Robbins, A. Smith Weinhouse re schedules (.2); review, revise global notes (.5); correspond with Alix, K&E team re same (.2); review, analyze draft schedules (2.7); correspond with Alix, K&E team re edits re same (.7).
06/22/20	Margaret R. Alden	0.10	Correspond with A. Smith Weinhouse re SOFA, schedules coordination.
06/22/20	Allyson Smith Weinhouse	0.10	Correspond with M. Alden re SOFAs.
06/23/20	Margaret R. Alden	0.30	Correspond with Alix, K&E team re global notes, SOFA, schedules.
06/23/20	Rebecca Blake Chaikin	0.60	Telephone conference with Alix, K&E team re schedules and statements.
06/23/20	Kimberly Pageau	0.20	Telephone conference with AlixPartners, K&E team re payments to insiders schedule.
06/23/20	Allyson Smith Weinhouse	0.80	Correspond with Alix team re schedules.
06/24/20	Margaret R. Alden	0.80	Research precedent re global notes issues (.3); correspond with K&E team, Alix re schedules, SOFA (.5).
06/24/20	Allyson Smith Weinhouse	0.20	Review SOFA materials.
06/25/20	Margaret R. Alden	1.30	Revise global notes (.3); correspond with K&E teams re same (.6); review, analyze precedent re same (.4).
06/25/20	Paul Stephens Hendrickson	0.10	Correspond with K&E team re global notes and schedules.
06/25/20	Jeffrey S. Quinn	0.20	Review global notes for comments.
06/25/20	Christian Semonsen	1.00	Review and comment on final draft of global notes and schedules to SOFA environmental questions.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Schedules / SOFA

Invoice Number: 1050032379  
Matter Number: 47223-13

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/20	Margaret R. Alden	3.20	Review, analyze schedules, SOFA (1.9); revise global notes (.3); correspond with Alix, K&E team re global notes, schedules, SOFA (1.0).
06/26/20	Rebecca Blake Chaikin	0.50	Analyze questions re schedules and statements.
06/26/20	Tana Ryan, P.C.	0.50	Telephone conference with K&E team re status.
06/27/20	Margaret R. Alden	2.10	Review, analyze global notes, schedules, SOFAs (.8); review, analyze precedent re same (.3); correspond with Alix, K&E team re comments re same (1.0).
06/27/20	Allyson Smith Weinhouse	1.00	Review, analyze SOFAs.
06/28/20	Margaret R. Alden	6.60	Review, analyze schedules, SOFA issues (3.8); correspond with Alix, K&E teams re same (1.8); revise global notes (.4); review, analyze precedent re schedules, SOFA (.6).
06/28/20	Rebecca Blake Chaikin	6.90	Review schedules and statements, global notes (4.7); correspond with K&E team, Alix re same (1.7); analyze 341 meeting transcripts (.5).
06/28/20	Joshua Merrill	0.50	Correspond with K&E team re JCP schedules and SoFA.
06/28/20	Allyson Smith Weinhouse	2.90	Review, analyze SOFAs.
06/29/20	Margaret R. Alden	1.50	Review, comment on schedules, SOFA (1.1); correspond with Alix, K&E team re same (.4).
06/29/20	Rebecca Blake Chaikin	0.80	Correspond with Alix, M. Allen re schedules and statements (.3); review same (.4); telephone conference with R. Robbins re same (.1).
06/29/20	Allyson Smith Weinhouse	0.50	Correspond with K&E team, Alix, Company re SOFAs.
06/30/20	Aparna Yenamandra	0.60	Correspond re SOFA and schedule issues.
<b>Total</b>		<b>58.40</b>	



**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032380**

**Client Matter: 47223-14**

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**In the Matter of US Trustee Issues / Reporting**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 2,650.00

Total legal services rendered

\$ 2,650.00

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
US Trustee Issues / Reporting

Invoice Number: 1050032380  
Matter Number: 47223-14

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Lucas W. Brown	0.10	610.00	61.00
Chris Ceresa	0.20	610.00	122.00
Rebecca Blake Chaikin	0.90	1,085.00	976.50
Julia R. Foster	0.40	340.00	136.00
Melissa D. Kalka	0.50	1,165.00	582.50
Allyson Smith Weinhouse	0.80	965.00	772.00
<b>TOTALS</b>	<b>2.90</b>		<b>\$ 2,650.00</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
US Trustee Issues / Reporting

Invoice Number: 1050032380  
Matter Number: 47223-14

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/28/20	Rebecca Blake Chaikin	0.20	Telephonically attend IDI.
05/28/20	Allyson Smith Weinhouse	0.30	Correspond with JW re IDI (.1); participate in IDI (.2).
06/15/20	Melissa D. Kalka	0.30	Correspond with E. Mossor re requests from U.S. Trustee office.
06/16/20	Melissa D. Kalka	0.20	Correspond with E. Mossor re requests from U.S. Trustee office.
06/23/20	Chris Ceresa	0.20	Correspond with Company, A&M and K&E team re reporting requirements.
06/26/20	Lucas W. Brown	0.10	Correspond with K&E team and Company re 341 hearing.
06/26/20	Rebecca Blake Chaikin	0.50	Telephone conference with B. Wafford, Alix, JW re 341 preparation.
06/28/20	Allyson Smith Weinhouse	0.50	Review, edit 341 responses.
06/29/20	Rebecca Blake Chaikin	0.20	Meeting with Company, Alix, JW re 341 preparation.
06/30/20	Julia R. Foster	0.40	Research precedent re 2015.3 report.
<b>Total</b>		<b>2.90</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032381**

**Client Matter: 47223-15**

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**In the Matter of Creditor Committee Issues**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 109,560.00

Total legal services rendered

\$ 109,560.00

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Creditor Committee Issues

Invoice Number: 1050032381  
Matter Number: 47223-15

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Margaret R. Alden	4.40	610.00	2,684.00
Lucas W. Brown	2.40	610.00	1,464.00
Rebecca Blake Chaikin	4.80	1,085.00	5,208.00
Alistair Fatheazam	3.90	740.00	2,886.00
Julia R. Foster	1.70	340.00	578.00
John Thomas Goldman	2.00	1,195.00	2,390.00
Jake William Gordon	5.00	845.00	4,225.00
Meghan E. Guzaitis	1.10	445.00	489.50
Marjorie Melicharek	0.60	275.00	165.00
Lekha Menon	2.00	725.00	1,450.00
Benjamin O'Connor	15.80	970.00	15,326.00
Carrie Therese Oppenheim	0.60	445.00	267.00
Nicholas Ruge	30.90	835.00	25,801.50
Lisa Santaniello	16.50	610.00	10,065.00
Michael B. Slade	10.50	1,395.00	14,647.50
Josh Sussberg, P.C.	4.50	1,635.00	7,357.50
Gregory Tsonis	5.70	970.00	5,529.00
Allyson Smith Weinhouse	0.30	965.00	289.50
Aparna Yenamandra	7.50	1,165.00	8,737.50
<b>TOTALS</b>	<b>120.20</b>		<b>\$ 109,560.00</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Creditor Committee Issues

Invoice Number: 1050032381  
Matter Number: 47223-15

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/20/20	Aparna Yenamandra	0.50	Telephone conference with U.S. Trustee re formation meeting.
05/27/20	Jake William Gordon	0.40	Telephone conference with Committee re formation.
05/27/20	Josh Sussberg, P.C.	0.40	Telephone conference with U.S. Trustee re committee formation (.2); correspond re same (.2).
05/27/20	Allyson Smith Weinhouse	0.30	Telephone conference with U.S. Trustee re committee formation.
05/27/20	Aparna Yenamandra	0.60	Telephone conference with U.S. Trustee re UCC formation (.4); follow up telephone conference re same (.2).
05/29/20	Josh Sussberg, P.C.	0.70	Telephone conference with M. Sirota and R. Kanowitz re UCC counsel (.4); correspond re UCC (.3).
05/30/20	Lucas W. Brown	2.40	Research and analyze precedent re UCC non disclosure agreements (.7); review and revise same (1.2); correspond with K&E team re same (.5).
05/30/20	Jake William Gordon	0.70	Telephone conference with Committee re ongoing issues.
05/30/20	Meghan E. Guzaitis	1.10	Compile production documents re submission to UCC (.5); compile case documents for attorney review (.6).
06/01/20	Carrie Therese Oppenheim	0.60	Compile precedent re equity committee issues (.5); correspond with M. Slade re same (.1).
06/02/20	Rebecca Blake Chaikin	0.20	Review comments to UCC non disclosure agreement.
06/02/20	Jake William Gordon	0.50	Telephone conference with creditor committee re ongoing issues (.2); revise UCC non disclosure agreement (.3).
06/03/20	Lisa Santaniello	0.30	Review draft equity committee letter.
06/03/20	Gregory Tsonis	5.70	Draft responses and objections to unsecured creditor committee requests for production and confirm document productions.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Creditor Committee Issues

Invoice Number: 1050032381  
Matter Number: 47223-15

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/20	Alistair Fatheazam	3.90	Compile shareholder filings (.3); review, analyze same re shareholder arguments (1.4); review, analyze motion to appoint equity committee (1.1); draft summary of findings re same (.9); correspond with K&E team re same (.2).
06/04/20	Julia R. Foster	0.30	Research precedent re equity committee appointment pleadings.
06/04/20	Lisa Santaniello	8.00	Correspond with C. Fronk re opposition to equity committee motion (.5); review equity holder's motions and letters requesting appointment of equity committee and transcripts re precedent equity committee motions (3.9); draft opposition to equity committee motion (3.0); review and revise same (.6).
06/05/20	Jake William Gordon	0.50	Review, analyze materials re equity committee requests.
06/05/20	Lisa Santaniello	7.50	Correspond with C. Fronk, J. Gordon and M. Weitz re revisions to equity committee motion (.5); research re equity committee motion (3.9); review transcripts, letters re alternate financing proposals (1.2); revise equity committee motion (1.9).
06/05/20	Michael B. Slade	1.70	Correspond with K&E team re shareholder motions (.9); revise same (.8).
06/05/20	Josh Sussberg, P.C.	0.40	Correspond with K&E team re equity committee motion.
06/05/20	Aparna Yenamandra	0.70	Telephone conference with K&E team, Laz re equity committee motion.
06/06/20	Rebecca Blake Chaikin	0.70	Review equity committee motion.
06/06/20	Lisa Santaniello	0.70	Revise equity committee motion.
06/06/20	Michael B. Slade	2.20	Attend telephone conference with K&E team re shareholders' papers and hearing re same (.5); review and revise response brief (1.7).
06/06/20	Aparna Yenamandra	0.50	Telephone conference re equity committee motion.
06/07/20	Benjamin O'Connor	0.50	Review and analyze precedent re formation of equity committee.



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Creditor Committee Issues

Invoice Number: 1050032381  
Matter Number: 47223-15

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/20	Josh Sussberg, P.C.	1.10	Telephone conference with M. Slade re equity committee motion and 365(d)(3) relief (.4); correspond with K&E team re same and status (.3); review and revise equity committee motion (.4).
06/08/20	Jake William Gordon	0.60	Correspond with Committee counsel re ongoing issues, non disclosure agreement.
06/08/20	Marjorie Melicharek	0.60	Compile materials re opposition to equity committee brief for attorney review.
06/08/20	Benjamin O'Connor	0.20	Review and analyze exhibits for hearing re formation of equity committee.
06/08/20	Nicholas Ruge	0.20	Review and analyze objection to motion to dismiss and to create equity committee.
06/08/20	Michael B. Slade	2.90	Attend telephone conference with K&E team re equity motion (.4); review exhibit and witness list (.4); revise brief (.3); review materials and prepare for hearing (1.8).
06/08/20	Josh Sussberg, P.C.	1.50	Review shareholder letters and prepare for hearing on equity committee (1.1); correspond with K&E team re same (.4).
06/08/20	Aparna Yenamandra	0.60	Correspond with advisors re committee diligence requests.
06/09/20	Julia R. Foster	0.70	Review and revise agreed order re equity committee.
06/09/20	Jake William Gordon	1.00	Review, analyze issues re UCC production (.7); correspond with K&E team re same (.3).
06/09/20	Nicholas Ruge	0.10	Correspond with B. O'Connor re materials for equity committee hearing.
06/09/20	Aparna Yenamandra	0.60	Telephone conference with UCC advisors, K&E team re next steps.
06/10/20	Jake William Gordon	0.50	Review, analyze production issues re UCC.
06/11/20	John Thomas Goldman	1.00	Deliver leased and owned property optimization plans to UCC.
06/14/20	Nicholas Ruge	0.20	Review and analyze UCC's first RFPs.
06/16/20	Rebecca Blake Chaikin	0.20	Telephone conference with Cooley re milestones.
06/16/20	John Thomas Goldman	0.50	Telephone conference with UCC counsel re real estate issues.
06/16/20	Aparna Yenamandra	1.00	Telephone conference with UCC re DIP/RSA milestones (.5); correspond with JW re EC NDAs (.5).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Creditor Committee Issues

Invoice Number: 1050032381  
Matter Number: 47223-15

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	Rebecca Blake Chaikin	1.50	Attend management presentation to UCC.
06/17/20	Jake William Gordon	0.80	Review, analyze, respond to committee requests.
06/17/20	Lekha Menon	1.00	Attend telephone conference with M. Slade, K&E team, Cooley re document requests.
06/17/20	Benjamin O'Connor	1.00	Telephone conference and correspond with counsel for unsecured creditors' committee re document requests.
06/17/20	Nicholas Ruge	1.00	Review and analyze UCC RFPs (.2); correspond with counsel re same (.8).
06/17/20	Aparna Yenamandra	1.50	Correspond with advisors re UCC meeting and materials re same (.6); correspond with JW re EC non disclosure agreement and dataroom access (.9).
06/18/20	Benjamin O'Connor	0.30	Review and analyze letter from counsel for UCC re meeting re UCC document requests.
06/18/20	Nicholas Ruge	0.30	Review and analyze D. Kupfer letter re meeting with Cooley.
06/18/20	Aparna Yenamandra	0.90	Correspond with Company re UCC info sharing requests.
06/19/20	Rebecca Blake Chaikin	0.80	Telephone conference with CR3 re diligence process (.5); correspond with Alix, Lazard re same (.3).
06/19/20	Lekha Menon	1.00	Attend telephone conference with M. Slade, K&E team, Company re UCC document requests.
06/19/20	Benjamin O'Connor	1.60	Review and analyze requests for production from UCC (.3); attend telephone conference with Brandy Treadway, Glen Morris, M. Slade and N. Ruge re same (.8); prepare responses to requests for production (.5).
06/19/20	Nicholas Ruge	2.70	Review and correspond with E. Mossor re diligence questions (.3); correspond with Company re UCC document requests (1.0); review and revise UCC's RFP responses (.4); draft responses to UCC's first RFPs (1.0).
06/19/20	Michael B. Slade	1.80	Attend telephone conference with K&E team re UCC document requests (1.0); review and compile documents re document requests (.8).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Creditor Committee Issues

Invoice Number: 1050032381  
Matter Number: 47223-15

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/20	Benjamin O'Connor	4.00	Review and analyze document requests from UCC (.5); prepare objections and responses to document requests (2.4); correspond with N. Ruge re objections and responses (.2); review, analyze and revise objections and responses (.9).
06/20/20	Nicholas Ruge	4.10	Research responses to Cooley document requests (2.0); draft same (2.1).
06/20/20	Michael B. Slade	1.10	Review and revise responses to document requests (.8); correspond with K&E team re discovery issues (.3).
06/21/20	Benjamin O'Connor	0.40	Correspond with J. Gordon, N. Ruge and G. Schlicht re UCC access to virtual datarooms.
06/22/20	Margaret R. Alden	0.50	Telephone conference with Cooley re real estate advisors retention (.2); correspond with K&E teams re same (.3).
06/22/20	Julia R. Foster	0.40	Research precedent re 1102 motions.
06/22/20	John Thomas Goldman	0.50	Correspond re UCC questions on appraisers engagement letter.
06/22/20	Benjamin O'Connor	0.60	Review, analyze and revise objections and responses to document requests of UCC.
06/22/20	Nicholas Ruge	7.90	Correspond with B. O'Connor re responses to UCC document requests (.5); review Company edits to UCC document request responses (.1); review correspondence re access to data rooms for UCC document requests (.5); correspond with E. Mossor re production to independent directors (.1); coordinate and research responsive documents to UCC RFPs (3.9); revise responses to UCC document requests (2.2); correspond with M. Schroth re real estate related document requests from UCC (.2); review, analyze and summarize documents produced to independent directors for UCC responses (.4).
06/23/20	Nicholas Ruge	2.10	Review and revise E. Mossor draft correspondence to AlixPartners re diligence requests (.3); correspond with A. Mitrani re diligence requests (.1); coordinate collection and review of diligence re responding to UCC and independent director document requests (1.6); review and revise tracker of diligence documents (.1).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Creditor Committee Issues

Invoice Number: 1050032381  
Matter Number: 47223-15

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Michael B. Slade	0.80	Review and revise responses to UCC requests.
06/24/20	Rebecca Blake Chaikin	0.90	Telephone conference with UCC counsel re diligence requests (.6); prepare for same (.3).
06/25/20	Rebecca Blake Chaikin	0.40	Correspond with UCC, K&E team re UCC diligence requests.
06/25/20	Benjamin O'Connor	2.30	Correspond with M. Slade, Y. French, A. Yenamandra, T. Hughes, N. Ruge and K&E team re production to UCC (.9); review and analyze closing sets (.7); correspond with counsel for UCC re process for producing documents to UCC (.7).
06/25/20	Nicholas Ruge	1.00	Review proposed production of closing sets to UCC (.5); correspond with K&E team re coordinating productions to UCC (.5).
06/25/20	Josh Sussberg, P.C.	0.30	Telephone conference with M. Sirota, S. Van Alten and J. Mesterharm re UCC issues.
06/26/20	Rebecca Blake Chaikin	0.10	Correspond with UCC, K&E team re UCC diligence requests.
06/26/20	Julia R. Foster	0.30	Research precedent re 341 meeting hearing transcripts.
06/26/20	Benjamin O'Connor	3.90	Review, analyze and redact documents to be produced to UCC (2.1); correspond with A. Yenamandra, T. Hughes, N. Ruge, M. Guzaitis and K&E team re production of documents (.8); prepare production letter (1.0).
06/26/20	Nicholas Ruge	7.40	Coordinate and manage production of documents to UCC (1.7); collect and review documents being produced to UCC (5.5); draft and revise production letter to UCC (.2).
06/26/20	Aparna Yenamandra	0.60	Correspond with K&E, Laz team re UCC diligence.
06/27/20	Margaret R. Alden	2.10	Review, analyze 341 meeting precedent (1.0); draft, revise internal memorandum re same (.9); correspond with K&E team re same (.2).
06/27/20	Josh Sussberg, P.C.	0.10	Correspond with K&E team re equity committee next steps.
06/28/20	Margaret R. Alden	0.70	Correspond with Company, Alix, K&E teams re 341 meeting prep (.4); draft prep questions re same (.3).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Creditor Committee Issues

Invoice Number: 1050032381  
Matter Number: 47223-15

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/20	Margaret R. Alden	1.10	Telephone conference with B. Wafford, K&E team, Alix team re 341 prep (.3); correspond with JW, Company, Alix re same (.8).
06/29/20	Benjamin O'Connor	1.00	Review and analyze documents in preparation for production to UCC (.8); attend telephone conference with N. Ruge re upcoming production (.2).
06/29/20	Nicholas Ruge	3.90	Correspond with B. O'Connor re production to UCC and work fee hearing (.3); draft correspondence for Company re production to UCC (.3); research documents for work fee hearing (.2); research and review production to UCC (2.6); compile additional responsive documents re same (.5).
<b>Total</b>		<b>120.20</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032382**

**Client Matter: 47223-16**

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**In the Matter of Claims Analysis and Objections**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 12,463.50

Total legal services rendered

\$ 12,463.50

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Claims Analysis and Objections

Invoice Number: 1050032382  
 Matter Number: 47223-16

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Margaret R. Alden	0.20	610.00	122.00
Lucas W. Brown	0.50	610.00	305.00
Chris Ceresa	1.10	610.00	671.00
Alistair Fatheazam	4.80	740.00	3,552.00
Susan D. Golden	0.70	1,175.00	822.50
Jake William Gordon	1.80	845.00	1,521.00
Miriam A. Peguero Medrano	3.70	740.00	2,738.00
Prentis Robinson	2.10	610.00	1,281.00
Gregory Tsonis	0.70	970.00	679.00
Allyson Smith Weinhouse	0.80	965.00	772.00
<b>TOTALS</b>	<b>16.40</b>		<b>\$ 12,463.50</b>



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Claims Analysis and Objections

Invoice Number: 1050032382  
Matter Number: 47223-16

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/16/20	Prentis Robinson	0.40	Review, revise bar date motion.
05/17/20	Susan D. Golden	0.70	Coordinate bar date and NOL publication (.3); correspond with A. Miller, A. Fathezeam and P. Robinson re same (.4).
05/17/20	Prentis Robinson	1.40	Revise bar date notice and publication re court order (1.1); correspond with S. Golden and K&E team re same (.3).
05/22/20	Jake William Gordon	0.50	Review, analyze potential claimant issue.
05/24/20	Jake William Gordon	0.10	Review and analyze potential claim.
05/27/20	Alistair Fatheazam	0.40	Telephone conferences with potential claimants re bankruptcy process inquiries.
05/28/20	Alistair Fatheazam	0.60	Telephone conferences with potential claimants re bankruptcy, claims inquiries (.4); correspond with claimant and A. Weinhouse re same (.2).
05/29/20	Alistair Fatheazam	0.70	Telephone conferences with potential claimants re bankruptcy, claims inquiries.
05/30/20	Alistair Fatheazam	0.50	Telephone conferences with potential claimants re bankruptcy, claims inquiries.
06/01/20	Alistair Fatheazam	0.40	Telephone conferences with claimants re bankruptcy process.
06/02/20	Alistair Fatheazam	0.70	Telephone conferences with claimants re bankruptcy process.
06/03/20	Alistair Fatheazam	1.00	Telephone conferences with potential claimants re bankruptcy and claims process.
06/05/20	Alistair Fatheazam	0.50	Telephone conferences with claimants re bankruptcy process.
06/12/20	Jake William Gordon	1.20	Review, analyze potential claims issues.
06/16/20	Gregory Tsonis	0.30	Correspond with Company re claims.
06/17/20	Gregory Tsonis	0.40	Correspond with Company re pending claims.
06/18/20	Prentis Robinson	0.30	Review, analyze bar date order (.1); correspond with A. Weinhouse re same (.2).
06/18/20	Allyson Smith Weinhouse	0.30	Correspond with P. Robinson re bar date order.
06/22/20	Margaret R. Alden	0.20	Correspond with K&E team re liability, de minimis litigation claims.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Claims Analysis and Objections

Invoice Number: 1050032382  
Matter Number: 47223-16

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Miriam A. Peguero Medrano	2.20	Correspond with A. Weinhouse, Company re claim amount stipulation (.2); research re same (1.0); draft same (.7); correspond with counsel re same (.2); correspond with A. Weinhouse re same (.1).
06/25/20	Miriam A. Peguero Medrano	0.30	Correspond with A. Weinhouse re claim stipulation (.1); revise same (.2).
06/26/20	Miriam A. Peguero Medrano	0.30	Correspond with A. Weinhouse re claims stipulation (.1); correspond with Prime Clerk team, AlixPartners team re same (.2).
06/29/20	Miriam A. Peguero Medrano	0.20	Correspond with claimant re claims stipulation.
06/30/20	Lucas W. Brown	0.50	Telephone conference with A. Smith Weinhouse and Jeffries re Company litigation claims (.3); correspond with K&E team re same (.2).
06/30/20	Chris Ceresa	1.10	Telephone conference with claimants re filing proof of claim.
06/30/20	Miriam A. Peguero Medrano	0.70	Correspond with A. Weinhouse re claims stipulation (.2); revise stipulation as a letter agreement (.5).
06/30/20	Allyson Smith Weinhouse	0.50	Telephone conference with Jeffries re litigation claims (.3); correspond with L. Brown re same (.2).
<b>Total</b>		<b>16.40</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032383**

**Client Matter: 47223-17**

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**In the Matter of K&E Fee & Employment Apps/Objections**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 133,494.50

Total legal services rendered

\$ 133,494.50

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
K&E Fee & Employment Apps/Objections

Invoice Number: 1050032383  
Matter Number: 47223-17

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
John Ackerman	9.60	265.00	2,544.00
Margaret R. Alden	3.10	610.00	1,891.00
Lucas W. Brown	5.40	610.00	3,294.00
Chris Ceresa	4.00	610.00	2,440.00
Rebecca Blake Chaikin	2.30	1,085.00	2,495.50
Michael Y. Chan	43.00	265.00	11,395.00
Allyson N. Dillon	0.30	610.00	183.00
Alistair Fatheazam	79.50	740.00	58,830.00
Julia R. Foster	1.90	340.00	646.00
Jake William Gordon	3.50	845.00	2,957.50
Meghan E. Guzaitis	3.00	445.00	1,335.00
Nick Krislov	5.80	740.00	4,292.00
Corinna Luschini	26.60	265.00	7,049.00
Meg McCarthy	0.30	340.00	102.00
Eric Nyberg	25.00	265.00	6,625.00
Kimberly Pageau	3.80	740.00	2,812.00
Miriam A. Peguero Medrano	6.00	740.00	4,440.00
Prentis Robinson	1.90	610.00	1,159.00
Kenneth Sampson	8.50	395.00	3,357.50
Elaine Santucci	10.70	395.00	4,226.50
Arissa Scott	16.00	230.00	3,680.00
Josh Sussberg, P.C.	0.10	1,635.00	163.50
Allyson Smith Weinhouse	1.90	965.00	1,833.50
Aparna Yenamandra	1.70	1,165.00	1,980.50
Amy Zayed	14.20	265.00	3,763.00
<b>TOTALS</b>	<b>278.10</b>		<b>\$ 133,494.50</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
K&E Fee & Employment Apps/Objections

Invoice Number: 1050032383  
Matter Number: 47223-17

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/17/20	Alistair Fatheazam	2.00	Review, analyze conflicts reports re K&E retention issues.
05/18/20	John Ackerman	1.70	Organize and prepare parties for conflicts searching for creditors, entities submitted as taxing authorities (1.1); analyze disclosure of creditors, entities submitted as taxing authorities (.6).
05/18/20	Alistair Fatheazam	1.30	Review, revise billing memo (.5); review, analyze precedent re same (.4); correspond with K&E team re billing issues (.4).
05/18/20	Julia R. Foster	0.70	Research precedent re fee applications and internal billing memoranda.
05/18/20	Corinna Luschini	4.00	Research for creditors, entities submitted as utilities (2.9); organize and prepare parties for conflicts searching for creditors, entities submitted as taxing authorities (1.1).
05/18/20	Eric Nyberg	5.00	Organize and prepare parties for conflicts searching for creditors, entities submitted as benefit providers, banks, administrative agent.
05/18/20	Kenneth Sampson	2.00	Analyze disclosure of creditors, entities submitted as debtors and current directors and officers.
05/18/20	Ariisa Scott	10.00	Organize and review disclosures re creditors, entities submitted as taxing authorities (3.9); organize disclosures re creditors, entities submitted as utilities (3.9); review same (2.2)
05/18/20	Allyson Smith Weinhouse	0.30	Correspond with K&E team re billing memorandum.
05/18/20	Aparna Yenamandra	0.30	Correspond with K&E team re postpetition billing memorandum.
05/18/20	Amy Zayed	3.50	Analyze disclosure of creditors, entities.
05/19/20	Rebecca Blake Chaikin	0.90	Revise billing memorandum (.4); correspond with K&E team re same and matter numbers (.5).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
K&E Fee & Employment Apps/Objections

Invoice Number: 1050032383  
Matter Number: 47223-17

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/19/20	Alistair Fatheazam	6.40	Review, revise K&E retention application (2.2); review, analyze K&E engagement letter and precedent re same (.7); review, revise billing memo (.6); correspond with K&E team re billing memo (.3); correspond with Alix, Lazard and K&E team re conflicts process (.3); review, analyze conflicts reports re K&E retention issues (2.3).
05/19/20	Corinna Luschini	5.00	Organize list of parties for conflicts searching for creditors, entities submitted as banks, benefit providers, restructuring professionals and utilities (3.9); prepare re same (1.1).
05/19/20	Eric Nyberg	4.00	Organize and prepare parties for conflicts searching for creditors, entities submitted as various categories, names needing more clarification (1.5); research for creditors, entities submitted as utilities (2.5).
05/19/20	Ariisa Scott	5.00	Organize and review disclosures re creditors, entities submitted as utilities.
05/19/20	Amy Zayed	1.00	Analyze disclosure of creditors, entities.
05/20/20	Rebecca Blake Chaikin	0.20	Correspond with K&E team re billing matter numbers.
05/20/20	Allyson N. Dillon	0.30	Correspond with K&E team re billing updates (.1); review, analyze correspondence re reviewer questions on billing (.2).
05/20/20	Alistair Fatheazam	3.90	Revise billing memo (.3); correspond with K&E team re same (.2); correspond with Alix re retention and conflicts issues (.2); draft K&E retention application (1.4); review, analyze precedent and K&E engagement letter re same (1.8).
05/20/20	Corinna Luschini	5.00	Organize and prepare parties for conflicts searching for creditors/entities submitted as Utilities (2.5); research analysis for creditors/entities submitted as Utilities and Directors & Officers (2.5).
05/20/20	Kimberly Pageau	2.00	Review, revise interim comp motion.
05/20/20	Ariisa Scott	1.00	Organize and review disclosures re creditors, entities submitted as utilities.
05/20/20	Amy Zayed	5.00	Analyze disclosure of creditors, entities.
05/21/20	John Ackerman	1.30	Organize and prepare parties for conflicts searching for creditors, entities submitted as utilities.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
K&E Fee & Employment Apps/Objections

Invoice Number: 1050032383  
Matter Number: 47223-17

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Michael Y. Chan	3.00	Organize and review disclosures re creditors, entities.
05/21/20	Alistair Fatheazam	4.40	Review, analyze conflicts reports (2.0); correspond with K&E team re same (.3); draft K&E retention application (1.1); review, analyze precedent re same (.8); review, analyze parties in interest list re same (.2).
05/21/20	Corinna Luschini	4.00	Organize and prepare parties for conflicts searching for creditors, entities submitted as contract counterparties (2.3); research and analyze creditors, entities submitted as contract counterparties (1.7).
05/21/20	Eric Nyberg	6.00	Research for creditors, entities submitted as utilities (1.5); organize and prepare parties for conflicts searching for creditors, entities submitted as utilities (3.0); analyze disclosure of creditors, entities submitted as utilities (1.5).
05/21/20	Aparna Yenamandra	0.40	Review and revise expense reimbursement procedures.
05/21/20	Amy Zayed	3.20	Analyze disclosure of creditors, entities.
05/22/20	John Ackerman	1.60	Analyze update for supplemental disclosure of creditors, entities submitted as utilities.
05/22/20	Alistair Fatheazam	4.00	Review, analyze conflicts reports (1.9); draft K&E retention application (1.1); review, analyze precedent re same (.5); review, analyze correspond with K&E team and counsel re retention issues (.5).
05/22/20	Kenneth Sampson	2.00	Organize and review disclosures re creditors, entities submitted as landlords.
05/26/20	Alistair Fatheazam	4.20	Review, revise K&E retention application (1.1); review, analyze precedent re same (1.4); review, analyze conflicts reports (1.4); correspond with A. Weinhouse re same (.3).
05/26/20	Eric Nyberg	3.00	Organize and prepare parties for conflicts searching for creditors, entities submitted as top unsecured creditors and bankruptcy professionals (1.0); analyze update for supplemental disclosure of creditors, entities submitted as top unsecured creditors and bankruptcy professionals (2.0).



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
K&E Fee & Employment Apps/Objections

Invoice Number: 1050032383  
Matter Number: 47223-17

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/20	Kenneth Sampson	3.00	Organize and review disclosures re creditors, entities submitted as landlords, letters of credit and non-debtor affiliates.
05/27/20	Michael Y. Chan	5.00	Organize disclosures re creditors, entities (3.7); review same (1.3).
05/27/20	Alistair Fatheazam	2.50	Review, analyze conflicts reports.
05/28/20	Michael Y. Chan	5.00	Organize and review disclosures re creditors, entities.
05/28/20	Alistair Fatheazam	4.90	Review, analyze conflicts reports (2.7); review, analyze correspondence with K&E team re same (.3); review, revise K&E retention application (1.4); review, analyze precedent re same (.5).
05/28/20	Kenneth Sampson	0.50	Organize and review disclosures re creditors, entities submitted as surety bonds.
05/28/20	Elaine Santucci	3.50	Research and analyze disclosure of creditors in preparation for disclosure filing.
05/29/20	Michael Y. Chan	5.00	Organize and review disclosures re creditors, entities (3.9); organize and prepare parties for conflicts searching for creditors, entities (1.1).
05/29/20	Alistair Fatheazam	3.60	Review, analyze conflicts reports (2.2); revise K&E conflicts tracker re same (1.1); correspond with Alix and K&E team re same (.3).
05/29/20	Elaine Santucci	3.00	Research and analyze disclosure of creditors in preparation for disclosure filing.
05/30/20	Michael Y. Chan	4.50	Organize and review disclosures re creditors, entities (2.5); analyze disclosure of creditors, entities (2.0).
05/30/20	Alistair Fatheazam	4.20	Review, analyze conflicts reports (2.2); revise conflicts tracker re same (2.0).
05/30/20	Elaine Santucci	2.90	Research and analyze disclosure of creditors in preparation for disclosure filing.
05/31/20	Michael Y. Chan	3.00	Organize and review disclosures re creditors, entities.
05/31/20	Alistair Fatheazam	7.10	Review, analyze conflicts reports re potential K&E retention issues (3.0); review, revise K&E retention application (2.7); review, analyze precedent re same (.9); correspond with A. Weinhouse and K&E team re same (.5).
05/31/20	Allyson Smith Weinhouse	1.30	Review, revise K&E retention application.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
K&E Fee & Employment Apps/Objections

Invoice Number: 1050032383  
Matter Number: 47223-17

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/20	Alistair Fatheazam	0.70	Correspond with Alix and K&E team re parties in interest list and K&E retention issues.
06/02/20	Lucas W. Brown	0.20	Correspond with K&E team re conflict reports.
06/03/20	Alistair Fatheazam	0.80	Correspond with Alix, K&E team re K&E retention issues.
06/03/20	Julia R. Foster	0.50	Draft first monthly fee statement.
06/03/20	Kimberly Pageau	0.60	Review, revise interim comp motion and prepare for filing re same.
06/04/20	Alistair Fatheazam	1.50	Review, revise K&E retention application (.8); review, analyze precedent and conflict reports re same (.7).
06/05/20	Alistair Fatheazam	2.20	Review, revise K&E retention application (.8); review, analyze conflicts reports and precedent re same (.9); correspond with A. Weinhouse and K&E team re same (.5).
06/06/20	Alistair Fatheazam	5.20	Review, revise K&E retention application (2.0); correspond with A. Weinhouse and A. Yenamandra re same (.3); review, analyze conflicts reports re same (1.4); review, analyze precedent re same (.8); review, analyze conflicts list and related correspondence re party in interest names (.5); correspond with Alix and Cooley re same (.2).
06/07/20	Rebecca Blake Chaikin	1.20	Revise invoice.
06/07/20	Michael Y. Chan	1.50	Conduct organization and preparation of parties for conflicts searching for creditors/entities (.5); conduct parent Company research for creditors/entities (1.0).
06/08/20	Michael Y. Chan	5.00	Conduct parent Company research for creditors/entities (.5); conduct organization and preparation of parties for conflicts searching for creditors/entities (1.5); conduct analysis for disclosure of creditors/entities (3.0).
06/08/20	Alistair Fatheazam	7.40	Review, revise K&E retention application (3.2); correspond with K&E team re same (.5); correspond and telephone conference with Alix re K&E retention issues (.6); review, analyze conflicts reports and parties in interest lists re same (2.5); correspond with K&E team re same (.6).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
K&E Fee & Employment Apps/Objections

Invoice Number: 1050032383  
Matter Number: 47223-17

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/20	Eric Nyberg	1.00	Conduct organization and preparation of parties for conflicts searching.
06/08/20	Aparna Yenamandra	1.00	Review and revise retention application (.6); correspond with K&E team re same (.4).
06/09/20	Michael Y. Chan	5.50	Conduct organization and preparation of parties for conflicts searching for creditors/entities (2.0); conduct analysis for disclosure of creditors/entities (1.0); conduct organization and review of disclosures relating to creditors/entities (2.5).
06/09/20	Alistair Fatheazam	4.20	Review, analyze master conflicts list (1.1); correspond with Alix re same (.6); correspond with K&E team re same (.4); correspond with K&E team and Company re K&E retention application (.2); review, revise K&E retention application (1.4); review analyze K&E retention precedent re same (.5).
06/09/20	Eric Nyberg	5.50	Conduct organization and preparation of parties for conflicts searching (1.0); conduct organization and preparation of parties for conflicts searching (1.5); conduct analysis for disclosure of creditors/entities (1.5); draft and send Request for Contact emails to attorneys (1.5).
06/10/20	Alistair Fatheazam	6.40	Review, revise K&E retention application (1.2); correspond with Company, Alix and K&E team re same (1.3); correspond with K&E team re conflicts issues (.4); review, revise master conflicts list (.8); review, analyze conflicts schedules (1.1); correspond with JW re K&E retention (.4); finalize K&E retention application for filing (1.2).
06/10/20	Kenneth Sampson	1.00	Conduct organization and review of disclosures relating to all creditors/entities.
06/11/20	Alistair Fatheazam	1.60	Finalize K&E retention for filing (.4); correspond with Alix re updated master conflicts list (.5); review, analyze same (.7).
06/16/20	Margaret R. Alden	0.70	Review, revise invoices for compliance with U.S. Trustee guidelines, privilege.
06/18/20	Margaret R. Alden	2.00	Review, revise K&E invoices re privilege issues, compliance with U.S. Trustee guidelines.
06/18/20	Michael Y. Chan	1.50	Review conflicts email replies.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
K&E Fee & Employment Apps/Objections

Invoice Number: 1050032383  
Matter Number: 47223-17

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/18/20	Jake William Gordon	0.30	Review, revise K&E invoice.
06/18/20	Prentis Robinson	0.60	Review, revise invoices per U.S. Trustee guidelines and for confidentiality.
06/18/20	Elaine Santucci	1.30	Conduct organization and preparation of parties for conflicts searching for creditors in preparation for disclosure filing.
06/19/20	Corinna Luschini	4.70	Conduct parent Company research for creditors/entities submitted as Administrative Agents, Restructuring Professionals, Third Parties, and Trade Vendors.
06/19/20	Kimberly Pageau	1.20	Review, revise K&E fee statement for privilege and compliance with U.S. Trustee guidelines.
06/19/20	Prentis Robinson	1.30	Review, revise invoices per U.S. Trustee guidelines and for confidentiality.
06/20/20	Lucas W. Brown	0.50	Review and revise billing invoices re U.S. Trustee guidelines (.4); correspond with K&E team re same (.1).
06/21/20	John Ackerman	0.20	Conduct organization and preparation of parties for conflicts searching for creditors/entities submitted as Contract Counterparties.
06/21/20	Nick Krislov	0.60	Review, revise May invoice for privacy and per U.S. Trustee guidelines.
06/21/20	Corinna Luschini	0.70	Conduct parent Company research for creditors/entities submitted as Trade Vendors.
06/22/20	John Ackerman	4.80	Conduct parent Company research for creditors/entities submitted as Trader Vendors (1.5); conduct organization and preparation of parties for conflicts searching for creditors/entities submitted as Trader Vendors (1.8); conduct analysis update for supplemental disclosure of creditors/entities submitted as Trader Vendors (1.5).
06/22/20	Margaret R. Alden	0.20	Review invoices re privilege, compliance with U.S. Trustee guidelines (.1); correspond with K&E team re same (.1).
06/22/20	Chris Ceresa	2.70	Review and revise K&E fee statement (2.5); correspond with K&E team re same (.2).
06/22/20	Julia R. Foster	0.70	Draft supplemental Sussberg declaration.
06/22/20	Nick Krislov	1.00	Review, revise invoice per U.S. Trustee guidelines and for confidentiality.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
K&E Fee & Employment Apps/Objections

Invoice Number: 1050032383  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/20	Corinna Luschini	3.20	Conduct organization and preparation for conflicts searching of creditors/entities submitted as Administrative Agents/Lender (.8); conduct conflicts search and analysis for creditors/entities submitted as Administrative Agents/Lender (2.4).
06/22/20	Amy Zayed	1.50	Conduct analysis for disclosure of creditors/entities.
06/23/20	Michael Y. Chan	2.00	Draft schedules 1 & 2 for supplemental declaration.
06/23/20	Alistair Fatheazam	1.00	Correspond with K&E team re supplemental filing.
06/23/20	Miriam A. Peguero Medrano	3.60	Telephone conference with A. Weinhouse re OCP retention (.2); telephone conference with A. Fatheazam re same (.2); review U.S. Trustee comments to K&E retention order (.2); research re same (.3); revise same (.2); correspond with A. Weinhouse re same (.1); correspond with K&E team re conflicts search for supplemental declaration (.2); draft supplemental declaration (1.5); review schedules re same (.3); correspond with A. Weinhouse re same (.2); revise same (.2).
06/24/20	Michael Y. Chan	1.50	Review conflicts email replies.
06/24/20	Meghan E. Guzaitis	1.70	Compile case materials for attorney review in preparation for hearing on applications (1.6) correspond with K&E team re same (.1).
06/24/20	Meg McCarthy	0.30	Conference with K&E team re chapter 11 filing and billing guidelines.
06/24/20	Eric Nyberg	0.50	Draft and send request for contact emails.
06/24/20	Miriam A. Peguero Medrano	1.60	Correspond with A. Yenamandra re supplemental declaration (.1); correspond with conflicts re same (.2); revise schedules re same (.2); further correspond with A. Yenamandra, A. Weinhouse re same (.1); revise same (.2); correspond with J. Sussberg re same (.1); further revise supplemental declaration (.2); correspond with A. Weinhouse re same (.1); prepare filing version (.2); correspond with JW team re same (.2).
06/24/20	Josh Sussberg, P.C.	0.10	Review supplemental declaration re K&E retention.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
K&E Fee & Employment Apps/Objections

Invoice Number: 1050032383  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Allyson Smith Weinhouse	0.30	Review, comment on supplemental declaration (.2); correspond with U.S. Trustee re hearing on same (.1).
06/25/20	Chris Ceresa	0.30	Correspond with K&E team re issues related to fee statement.
06/26/20	Michael Y. Chan	0.50	Review conflicts email replies.
06/26/20	Jake William Gordon	1.30	Review, revise K&E invoice.
06/26/20	Meghan E. Guzaitis	1.30	Compile case materials for attorney review in preparation for hearing on applications.
06/27/20	Miriam A. Peguero Medrano	0.50	Correspond with A. Weinhouse, K&E team re K&E revised retention order.
06/28/20	Miriam A. Peguero Medrano	0.30	Correspond with A. Weinhouse re revised K&E retention order (.1); correspond with conflicts re searched names (.2).
06/29/20	Margaret R. Alden	0.20	Correspond with K&E team re invoice review re conflicts, U.S. Trustee guidelines.
06/29/20	Lucas W. Brown	4.70	Review and revise billing invoices re U.S. Trustee guidelines (3.9); correspond with K&E team re same (.8).
06/29/20	Chris Ceresa	1.00	Review and revise K&E fee statement (.6); correspond with K&E team re same (.4).
06/29/20	Nick Krislov	2.40	Review, revise May invoices for privacy and per U.S. Trustee guidelines.
06/30/20	Jake William Gordon	1.90	Review, revise K&E invoice.
06/30/20	Nick Krislov	1.80	Review, revise May invoice for privacy and U.S. Trustee guidelines (1.7); correspond with K&E team re same (.1).
<b>Total</b>		<b>278.10</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032384**

**Client Matter: 47223-18**

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**In the Matter of Other Fee and Employment Apps/Objections**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 163,232.00

Total legal services rendered

\$ 163,232.00



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Other Fee and Employment Apps/Objections

Invoice Number: 1050032384  
Matter Number: 47223-18

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Margaret R. Alden	36.60	610.00	22,326.00
Lucas W. Brown	30.50	610.00	18,605.00
Chris Ceresa	0.30	610.00	183.00
Rebecca Blake Chaikin	3.00	1,085.00	3,255.00
Michael P. Esser	27.20	1,165.00	31,688.00
Alistair Fatheazam	8.20	740.00	6,068.00
Julia R. Foster	4.40	340.00	1,496.00
John Thomas Goldman	4.00	1,195.00	4,780.00
Meghan E. Guzaitis	0.70	445.00	311.50
Key Hemyari	12.50	845.00	10,562.50
Melissa D. Kalka	1.50	1,165.00	1,747.50
Eric Mossor	20.30	610.00	12,383.00
Kimberly Pageau	40.70	740.00	30,118.00
Prentis Robinson	1.90	610.00	1,159.00
Nicholas Ruge	0.20	835.00	167.00
Michael B. Slade	2.20	1,395.00	3,069.00
Allyson Smith Weinhouse	4.40	965.00	4,246.00
Aparna Yenamandra	9.50	1,165.00	11,067.50
<b>TOTALS</b>	<b>208.10</b>		<b>\$ 163,232.00</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Other Fee and Employment Apps/Objections

Invoice Number: 1050032384  
Matter Number: 47223-18

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/18/20	Margaret R. Alden	2.50	Draft real estate advisors retention application (1.3); research precedent re same (.8); correspond with K&E team re same (.4).
05/18/20	Lucas W. Brown	2.00	Draft and revise retention application re KPMG (1.6); review and analyze precedent re same (.4).
05/18/20	Key Hemyari	5.50	Draft and revise Alix retention application (3.9); review and analyze correspondence re same (1.6).
05/18/20	Eric Mossor	3.20	Attend telephone conference re work in process (.5); review and coordinate team workflow (.5); review and revise ordinary course professionals motion (2.2).
05/18/20	Kimberly Pageau	3.40	Review, revise Lazard retention application (2.9); correspond with K&E team re same (.5).
05/18/20	Allyson Smith Weinhouse	0.20	Correspond with K&E team re retention matters.
05/18/20	Aparna Yenamandra	0.30	Telephone conference with Lazard re retention issues.
05/19/20	Julia R. Foster	0.60	Review and revise Alix retention application.
05/19/20	Key Hemyari	4.00	Review and revise Alix retention application (2.0); review and revise Mesterherm declaration re same (2.0).
05/19/20	Eric Mossor	6.50	Review and revise ordinary course professionals motion.
05/19/20	Kimberly Pageau	3.70	Review, revise Lazard retention application (3.2); correspond with K&E team re same (.5).
05/20/20	Lucas W. Brown	4.60	Draft retention application re KPMG (2.3); revise same (.8); review and analyze precedent re same (1.2); correspond with K&E team re same (.3).
05/20/20	Key Hemyari	1.00	Review and revise Alix retention documents.
05/20/20	Melissa D. Kalka	1.30	Review and comment on retention application (.5); correspond with K. Hemayri re same (.3); review and comment on OCP motion (.2); correspond with E. Mossor re same (.3).
05/20/20	Eric Mossor	2.00	Review and revise ordinary course professionals motion.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Other Fee and Employment Apps/Objections

Invoice Number: 1050032384  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Aparna Yenamandra	0.50	Correspond with K&E team re non-K&E retention applications to be filed.
05/21/20	Margaret R. Alden	1.10	Research re real estate advisors retention application (.4); correspond with A. Smith Weinhouse, C. Ceresa re same (.2); draft, revise same (.5).
05/21/20	Lucas W. Brown	3.60	Draft retention application, order, declaration re KPMG (2.2); revise same (.6); correspond with K&E team re same (.3); review and analyze precedent re same (.5).
05/21/20	Julia R. Foster	1.60	Draft real estate advisors retention application.
05/21/20	Kimberly Pageau	2.40	Review, revise Lazard retention application (1.8); correspond with K&E team, counsel re same (.6).
05/22/20	Margaret R. Alden	0.30	Correspond with C. Ceresa, A. Smith Weinhouse re real estate advisors retention.
05/22/20	Alistair Fatheazam	1.00	Correspond with Lazard and Alix re parties in interest (.5); review, analyze and redline parties in interest lists for Lazard (.5).
05/22/20	Key Hemyari	2.00	Prepare filing version of AlixPartners Retention Application.
05/22/20	Kimberly Pageau	6.30	Review, revise Lazard retention application (3.9); correspond with K&E team, Debevoise re same (.8); prepare for filing re same (1.6).
05/23/20	Eric Mossor	1.50	Review K&E team comments re ordinary course professionals motion and revise motion.
05/25/20	Lucas W. Brown	0.40	Review retention application re KPMG (.3); correspond with K&E team re same (.1).
05/26/20	Lucas W. Brown	5.20	Draft and revise retention application, order, and declaration re KPMG (3.3); correspond with K&E team re same (.6); review precedent re same (1.3).
05/26/20	Julia R. Foster	0.30	Draft Lazard motion to seal.
05/26/20	Julia R. Foster	0.20	Research precedent re motion to seal re retention applications in SDTX.
05/26/20	Kimberly Pageau	1.50	Review, revise interim compensation motion.
05/26/20	Allyson Smith Weinhouse	0.90	Review, comment on KPMG retention application.
05/26/20	Aparna Yenamandra	0.60	Review and revise interim compensation motion.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Other Fee and Employment Apps/Objections

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Lucas W. Brown	0.40	Correspond with K&E team and KPMG re retention application and order.
05/27/20	Eric Mossor	2.20	Review and revise ordinary course professionals motion.
05/27/20	Kimberly Pageau	1.30	Review, revise motion to seal re retention applications.
05/28/20	Margaret R. Alden	1.90	Draft, revise real estate advisors retention application (1.7); correspond with A. Smith Weinhouse re same (.2).
05/28/20	Melissa D. Kalka	0.20	Correspond with E. Mossor re ordinary course professionals motion.
05/28/20	Kimberly Pageau	1.50	Review, revise motion to seal re fee applications (1.3); correspond with K&E team re same (.2).
05/29/20	Margaret R. Alden	0.10	Correspond with K&E team re real estate advisors retention application.
05/29/20	Lucas W. Brown	0.30	Correspond with K&E team and KPMG team re retention application, declaration and order.
05/29/20	Alistair Fatheazam	0.60	Research re Cushman and Wakefield engagement letters.
05/29/20	Eric Mossor	2.50	Conference with A. Weinhouse and Alix team (.7); review and revise ordinary course professionals motion (1.8).
05/30/20	Eric Mossor	0.50	Review and update ordinary course professionals motion.
05/31/20	Margaret R. Alden	0.80	Draft, revise real estate advisors application.
05/31/20	Allyson Smith Weinhouse	0.30	Correspond with Alix, K&E team re ordinary course professionals motion.
05/31/20	Allyson Smith Weinhouse	0.60	Review, revise motion to seal.
06/01/20	Lucas W. Brown	1.20	Review and revise retention application, order and declaration re KPMG (.7); review and analyze precedent re same (.3); correspond with K&E and KPMG teams re same (.2).
06/01/20	Julia R. Foster	0.20	Prepare AlixPartners and Lazard orders for attorney review.
06/01/20	Kimberly Pageau	0.30	Review, revise motion to seal.
06/02/20	Margaret R. Alden	0.40	Correspond with K&E team re real estate advisors retention application.
06/02/20	Lucas W. Brown	0.30	Review and revise retention application re KPMG.

Legal Services for the Period Ending June 30, 2020  
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Other Fee and Employment Apps/Objections

Invoice Number: 1050032384  
Matter Number: 47223-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/20	Kimberly Pageau	1.50	Review, revise motion to seal and correspond with K&E team, JW re same.
06/03/20	Margaret R. Alden	0.60	Draft, revise real estate advisors retention application.
06/03/20	Rebecca Blake Chaikin	0.90	Correspond with K&E team re OCP parties and motion (.2); review engagement letters for broker and appraiser (.7).
06/03/20	Alistair Fatheazam	0.60	Telephone conference with Alix re Alix retention application (.4); correspond with Alix re same (.2).
06/03/20	Allyson Smith Weinhouse	0.20	Correspond with R. Robbins, K&E team, client re OCP lists.
06/04/20	Margaret R. Alden	0.70	Revise real estate retention documents (.5); correspond with advisors, K&E team re same (.2).
06/04/20	Lucas W. Brown	2.60	Draft and revise retention application, declaration and order re KPMG (2.1); correspond with K&E team, KPMG and Company re same (.5).
06/04/20	Rebecca Blake Chaikin	0.60	Telephone conferences with M. Gilbert, JW re broker and appraiser retentions (.4); correspond with K&E team re same (.2).
06/04/20	Julia R. Foster	0.70	Research precedent re real estate advisor declarations (.4); research precedent re 327 retention applications (.3).
06/05/20	Margaret R. Alden	4.70	Research precedent re real estate advisor retention application (.4); revise same (1.1); correspond with advisors re same (.7); correspond with K&E team, Company re amendment execution (.8); telephone conferences with same re same (.6); correspond with JW re same (.2); prepare same for filing (.4); review, revise same (.5).
06/05/20	Lucas W. Brown	0.60	Correspond with K&E and KPMG teams re retention application, declaration and order.
06/06/20	Margaret R. Alden	0.20	Correspond with advisors re filed retention applications.
06/07/20	Margaret R. Alden	0.10	Correspond with Alix re real estate advisors retention application.
06/07/20	Rebecca Blake Chaikin	0.20	Revise broker engagement letter.
06/08/20	Margaret R. Alden	1.60	Draft, revise real estate advisors declarations (1.0); correspond with advisors, A. Smith Weinhouse re same (.6).

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J.C. Penney Company, Inc.  
Other Fee and Employment Apps/Objections

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/20	Rebecca Blake Chaikin	0.30	Correspond with K&E re real estate advisor retentions.
06/08/20	Kimberly Pageau	0.40	Correspondences with K&E team re motion to seal re retentions and revise re same.
06/08/20	Aparna Yenamandra	1.10	Telephone conference re Laz retention (.4); correspond with K&E team re parties in interest list (.7).
06/09/20	Margaret R. Alden	1.40	Telephone conference with C&W, K&E team re application, conflicts review (.2); correspond with A. Smith Weinhouse re same (.3); correspond with real estate advisors, K&E teams, JW re declarations, conflicts review (.4); telephone conference with J. Wertz re same (.2); revise declarations re same (.3).
06/09/20	Lucas W. Brown	0.80	Review and revise retention application, declaration and order re KPMG (.5); correspond with K&E and KPMG teams re same (.3).
06/09/20	Alistair Fatheazam	0.50	Correspond with other advisors re master conflicts list.
06/09/20	John Thomas Goldman	4.00	Coordinate appraisal engagement (3.0); telephone conference with C&W re disclosure and conflict statements (1.0).
06/09/20	Kimberly Pageau	1.70	Review, revise motion to seal re retentions and correspond with K&E team re same.
06/09/20	Aparna Yenamandra	0.80	Correspond re interested parties list.
06/10/20	Margaret R. Alden	3.10	Correspond with real estate advisors, K&E team, JW re real estate advisors retention (.9); draft, revise declarations re same (.9); telephone conferences with JW, C&W re same (.5); research precedent re same (.8).
06/10/20	Lucas W. Brown	3.00	Review and revise retention application, declaration, order re KPMG (1.7); correspond with K&E, JW and KPMG teams re same (.5); compile documents re same (.8).
06/10/20	Alistair Fatheazam	3.00	Review, revise conflicts master list (1.5); correspond and telephone conference with Alix re same (.8); correspond with other advisors re retention filings (.7).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
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Invoice Number: 1050032384  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	Kimberly Pageau	2.60	Conference with U.S. Trustee, Debevoise, K&E team re Lazard retention (.5); review, revise motion to seal and prepare for filing re same (2.1).
06/11/20	Margaret R. Alden	6.80	Draft, revise declarations re real estate advisors amended application (1.2); revise amended application (1.0); telephone conferences with JW, Company, K&E team re same (.6); correspond with same re same (.9); coordinate filing re same (1.8); research precedent re same (.4); review, analyze conflicts disclosures re same (.9).
06/11/20	Lucas W. Brown	1.50	Review and revise retention application, declaration order re KPMG (.4); correspond with K&E, KPMG and JW teams re same (.3); compile documents for filing re same (.1); review and revise retention application re Company real estate advisors (.5); correspond with K&E team re same (.2).
06/11/20	Alistair Fatheazam	0.60	Correspond with other advisors re updated master conflicts list.
06/11/20	Kimberly Pageau	0.40	Prepare for filing motion to seal.
06/12/20	Margaret R. Alden	1.60	Correspond with Company, JW, K&E team re finalizing filing (.7); coordinate same (.9).
06/15/20	Margaret R. Alden	0.90	Correspond with C&W, K&E team, JW re C&W conflicts review (.5); telephone conference with C. Ceresa re same (.2); review, analyze docket re same (.2).
06/15/20	Chris Ceresa	0.30	Telephone conference and correspond with M. Alden re application issue (.2); correspond with K&E team re same (.1).
06/15/20	Eric Mossor	0.20	Review OCP motion precedent.
06/16/20	Alistair Fatheazam	0.40	Correspond with Alix and outside counsel re conflicts list.
06/16/20	Kimberly Pageau	0.50	Review U.S. Trustee comments to interim comp order and correspond with K&E team, JW re same.
06/17/20	Kimberly Pageau	0.30	Review, revise interim comp order.
06/18/20	Margaret R. Alden	0.60	Telephone conference with A. Fatheazam re C&W supplemental declaration (.1); correspond with C&W, K&E team re same (.1); correspond with Alix, K&E team, JW re real estate advisors retention (.4).



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Other Fee and Employment Apps/Objections

Invoice Number: 1050032384  
Matter Number: 47223-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/18/20	Rebecca Blake Chaikin	1.00	Correspond with A. Weinhouse re B. Riley retention.
06/18/20	Alistair Fatheazam	0.80	Review, analyze conflicts list updates (.5); correspond with K&E team re same (.3).
06/18/20	Kimberly Pageau	1.30	Correspond with K&E team, Jackson Walker, Lazard re retentions, motions to seal (.5); review precedent, transcripts (.8).
06/19/20	Margaret R. Alden	1.00	Correspond with JW, K&E teams re real estate advisors supplemental declarations.
06/19/20	Julia R. Foster	0.20	Research precedent re motion to seal retention replies.
06/19/20	Kimberly Pageau	0.50	Review precedent re motion to seal and correspond with K&E team re same.
06/19/20	Aparna Yenamandra	0.80	Correspond with A. Weinhouse re retention issues.
06/20/20	Margaret R. Alden	0.20	Correspond with JW, K&E team, real estate advisors re confidential parties.
06/21/20	Aparna Yenamandra	1.20	Draft interim comp revised order (.7); correspond with parties re same (.5).
06/22/20	Margaret R. Alden	0.40	Telephone conference with B. Riley re supplemental declarations (.2); correspond with K&E team, C&W, B. Riley re same (.2).
06/22/20	Lucas W. Brown	0.20	Correspond with K&E and KPMG teams re supplemental declaration.
06/22/20	Kimberly Pageau	0.40	Review, revise interim comp order and correspond with K&E team re same.
06/23/20	Margaret R. Alden	2.00	Draft, revise supplemental declarations (1.6); correspond with advisor counsel, K&E team re same (.4).
06/23/20	Lucas W. Brown	0.10	Correspond with K&E and KPMG teams re supplemental declaration.
06/23/20	Julia R. Foster	0.20	Prepare OCP order re June 24, 2020 hearing.
06/23/20	Eric Mossor	1.50	Review and update OCP motion.
06/23/20	Allyson Smith Weinhouse	2.00	Correspond with Alix, K&E team re OCP matters (.3); review, comment on revised order (.3); correspond with U.S. Trustee, UCC, Milbank, Otterbourg re same (.4); review, analyze objection to same (.2); telephone conference with objecting party re same (.6); revise order re same (.2).
06/23/20	Aparna Yenamandra	0.50	Correspond with A. Weinhouse re OCP objections.

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Other Fee and Employment Apps/Objections

Invoice Number: 1050032384  
 Matter Number: 47223-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Margaret R. Alden	0.90	Revise supplemental declarations (.6); correspond with JW, real estate advisors, A. Smith Weinhouse re same (.3).
06/24/20	Lucas W. Brown	1.70	Review and revise KPMG supplemental declaration (1.2); correspond with K&E and KPMG teams re same (.3); compile documents re same (.2).
06/24/20	Alistair Fatheazam	0.70	Correspond with K&E team, KW and outside counsel re supplemental filings.
06/24/20	Kimberly Pageau	1.00	Review Lazard supplemental declaration and correspond with K&E team, Debevoise re same.
06/24/20	Prentis Robinson	1.10	Correspond with Galloway re ordinary course professionals procedure (.7); correspond with A. Weinhouse re same (.2); review, analyze ordinary course professionals motion re same (.2).
06/24/20	Allyson Smith Weinhouse	0.20	Review, analyze KPMG declaration (.1); correspond re Alix declaration (.1).
06/24/20	Aparna Yenamandra	0.60	Correspond with K&E team re sealing objection.
06/25/20	Margaret R. Alden	2.00	Correspond with C&W, BRRE, JW, K&E team re retention order revisions (.5); revise supplemental declarations (.7); prepare for filing (.4); correspond with JW, K&E team re filing (.4).
06/25/20	Prentis Robinson	0.80	Correspond with tax counsel re ordinary course professionals procedures (.5); review, analyze ordinary course professionals re same (.3).
06/26/20	Michael P. Esser	5.70	Prepare for and participate in conference with A. Yenamandra re sealing motion re retention applications (.6); review and analyze pleadings and declarations re same (2.1); review and analyze United States Trustee objections to retention applications re same (1.0); correspond with M. Guzaitis re exhibit list re retention application hearing (.5); review and analyze argument and evidentiary precedent re same (1.5).
06/26/20	Kimberly Pageau	0.90	Conference with K&E team re motion to seal hearing prep (.3); correspond with K&E team re same (.6).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Other Fee and Employment Apps/Objections

Invoice Number: 1050032384  
Matter Number: 47223-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/20	Michael B. Slade	0.40	Attend telephone conference with K&E team re retention issues.
06/26/20	Aparna Yenamandra	0.60	Telephone conference re sealing hearing.
06/27/20	Margaret R. Alden	0.40	Correspond with JW, real estate advisors, K&E team re revised order, U.S. Trustee discussions re same.
06/27/20	Michael P. Esser	5.10	Review, analyze, and revise draft direct examination of C. Tempke (3.5); review and revise witness and exhibit list for sealing motion and retention applications hearing (1.0); correspond with M. Guzaitis (.6).
06/27/20	Michael P. Esser	4.10	Review bidder sealing pleadings (2.0); draft direct examination of C. Tempke (2.1).
06/27/20	Kimberly Pageau	1.10	Draft Lazard declaration re motion to seal and correspond with K&E team re same.
06/27/20	Nicholas Ruge	0.20	Compile documents re preparation for retention hearing.
06/28/20	Kimberly Pageau	1.80	Draft Lazard declaration re motion to seal (1.1); correspond with K&E team re hearing re same (.7).
06/29/20	Margaret R. Alden	0.30	Correspond with real estate advisors, K&E team, JW re conflicts review.
06/29/20	Lucas W. Brown	1.40	Correspond with K&E team and Company OCPs re declarations (.8); draft and revise tracker re same (.6).
06/29/20	Michael P. Esser	7.30	Prepare for and participate in conference with S. Statham re motion to seal bidder names in connection with retention applications (.5); prepare for and participate in conference with J. Urban re hearing on sealing motion and retention applications (.5); prepare for and attend C. Tempke witness preparation meeting re sealing motion and retention applications (1.0); review and analyze non-disclosure agreements re same (1.0); review and revise direct examination outline re same (2.3); review, revise, and finalize witness and exhibit list re same (2.0).
06/29/20	Julia R. Foster	0.40	Research precedent re motion to seal.
06/29/20	Meghan E. Guzaitis	0.70	Compile case materials for attorney review in preparation for hearing on applications.
06/29/20	Eric Mossor	0.20	Review OCP motion and coordinate exhibits with L. Brown.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Other Fee and Employment Apps/Objections

Invoice Number: 1050032384  
Matter Number: 47223-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/20	Kimberly Pageau	3.50	Review, revise supplemental declaration re Lazard retention (2.3); correspond with K&E team re same (.3); correspond with K&E team re motion to seal hearing (.5); conference with K&E team, witness re same (.4).
06/29/20	Michael B. Slade	1.80	Attend telephone conference with K&E team re retention hearing (.6); review and revise lift stay opposition (.9); attend telephone conference with Y. French and M. Esser re next steps (.3).
06/29/20	Aparna Yenamandra	1.20	Telephone conference with Milbank re interim comp (.4); correspond with K&E, Laz team re sealing issues (.8).
06/30/20	Lucas W. Brown	0.60	Correspond with K&E team and Company OCPs re declarations (.2); review and revise tracker re same (.1); review and revise declarations (.3).
06/30/20	Michael P. Esser	5.00	Prepare for and attend C. Tempke witness preparation meeting (1.5); review and revise live direct examination outline re same (1.8); review and analyze objections to retention and sealing motions (1.2); prepare for and participate in telephone conference with A. Weinhouse re arguments re same (.5).
06/30/20	Kimberly Pageau	2.40	Conference with E&Y counsel re OCP, other matters (.3); review, revise Lazard declaration (1.1); correspond with K&E team, declarants re same, motion to seal hearing (1.0).
06/30/20	Aparna Yenamandra	1.30	Correspond with various parties re proposed interim comp order and modifications thereto.
<b>Total</b>		<b>208.10</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032385**

**Client Matter: 47223-19**

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**In the Matter of Case Administration**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 365,967.00

Total legal services rendered

\$ 365,967.00

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Case Administration

Invoice Number: 1050032385  
Matter Number: 47223-19

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
April B. Abrams	3.40	460.00	1,564.00
Margaret R. Alden	2.20	610.00	1,342.00
Matthew Antinossi	0.10	1,375.00	137.50
Jeffrey Ayer	5.40	1,165.00	6,291.00
Jenn Betts	1.00	1,035.00	1,035.00
Lucas W. Brown	59.40	610.00	36,234.00
Megan Buenviaje	8.50	395.00	3,357.50
Daniel Carlomany	13.20	610.00	8,052.00
Chris Ceresa	5.10	610.00	3,111.00
Rebecca Blake Chaikin	10.00	1,085.00	10,850.00
Michael Y. Chan	3.50	265.00	927.50
Daniel Cho	3.50	965.00	3,377.50
Lizbeth Cordova	3.00	610.00	1,830.00
Tess Elizabeth Dennis	12.20	610.00	7,442.00
Alistair Fatheazam	2.40	740.00	1,776.00
Jeremy A. Fielding, P.C.	1.00	1,295.00	1,295.00
Julia R. Foster	38.20	340.00	12,988.00
Jake William Gordon	12.30	845.00	10,393.50
Meghan E. Guzaitis	11.00	445.00	4,895.00
Key Hemyari	15.70	845.00	13,266.50
Walter S. Holzer, P.C.	0.30	1,465.00	439.50
Andrew Hurley	0.50	845.00	422.50
Melissa D. Kalka	11.20	1,165.00	13,048.00
Nick Krislov	2.20	740.00	1,628.00
Aisha P. Lavinier	1.10	1,135.00	1,248.50
Will Lawley	2.00	845.00	1,690.00
Library Factual Research	0.50	375.00	187.50
David P. Liebowitz	3.00	445.00	1,335.00
Song Lin	17.60	410.00	7,216.00
Christopher Marcus, P.C.	21.90	1,635.00	35,806.50
Tiffany T. Mason	17.50	740.00	12,950.00
Marjorie Melicharek	9.10	275.00	2,502.50

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Case Administration

Invoice Number: 1050032385  
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<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lekha Menon	0.50	725.00	362.50
Colin Mize	22.10	845.00	18,674.50
Eric Mossor	84.20	610.00	51,362.00
Tyler E. Neal	7.00	740.00	5,180.00
David M. Nemecek, P.C.	0.50	1,565.00	782.50
Eric Nyberg	4.50	265.00	1,192.50
Kimberly Pageau	1.90	740.00	1,406.00
John Phelan	2.20	610.00	1,342.00
Scott D. Price, P.C.	5.40	1,635.00	8,829.00
Jeffrey S. Quinn	0.20	1,375.00	275.00
Claudia Ray	0.40	1,295.00	518.00
Jeffrey S. Rheeling	3.00	1,385.00	4,155.00
Nicholas Ruge	3.50	835.00	2,922.50
Tana Ryan, P.C.	3.00	1,395.00	4,185.00
Kenneth Sampson	3.00	395.00	1,185.00
Eric L. Schiele, P.C.	0.70	1,595.00	1,116.50
Lauren J. Schweitzer	0.90	1,025.00	922.50
Christian Semonsen	6.50	1,235.00	8,027.50
Josh Sussberg, P.C.	7.40	1,635.00	12,099.00
Michael D. Thorpe	0.20	1,165.00	233.00
Steve Toth	0.20	1,295.00	259.00
Josh Urban	23.80	390.00	9,282.00
Allyson Smith Weinhouse	6.10	965.00	5,886.50
Lydia Yale	23.50	275.00	6,462.50
Aparna Yenamandra	1.40	1,165.00	1,631.00
Victoria M. Zhou	4.00	1,085.00	4,340.00
Abbey Zuech	7.70	610.00	4,697.00
<b>TOTALS</b>	<b>521.80</b>		<b>\$ 365,967.00</b>



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Case Administration

Invoice Number: 1050032385  
Matter Number: 47223-19

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/15/20	Tess Elizabeth Dennis	4.00	Compile executed agreements/filing documents (2.5); update and track signature page checklist (.5); correspond with K&E team re filing (1.0).
05/15/20	Melissa D. Kalka	7.00	Correspond with J. Merrill (.3); correspond with Company re non-disclosure agreements (.5); correspond with K&E team re same (.2); correspond with K. Hemyari (.3); prepare for and attend to follow-up telephone conferences (1.5); review and comment on various resolutions and certificates (.8); prepare for and attend board telephone conference (.4); review signature pages for completion (.4); review and comment on filings (.5); review and comment on checklist (.2); attend to filing matters (1.1); review non-disclosure agreement provisions (.3); correspond with K&E team (.5).
05/15/20	Will Lawley	1.00	Review diligence tracker and progress against data room (.2); telephone conference with team re access to third party advisors for data room (.5); review third party lease diligence stream and correspond with group re path forward (.3).
05/15/20	Christopher Marcus, P.C.	3.10	Board telephone conferences.
05/16/20	Lucas W. Brown	1.90	Review matter correspondence (.5); draft and revise matter working group list re key stakeholders (1.2); correspond with K&E team re same (.2).
05/16/20	Julia R. Foster	1.20	Compile recently filed pleadings.
05/16/20	Melissa D. Kalka	0.50	Correspond with J. Merrill re post-filing matters (.3); correspond with K&E team re various non-disclosure agreement provisions (.2).
05/16/20	Will Lawley	1.00	Review diligence tracker (.2); coordinate with advisor teams re access to Lucernex and material non-public information (.8).
05/16/20	David P. Liebowitz	3.00	Download and review indexes (2.5); revise tracker re same (.5).

Legal Services for the Period Ending June 30, 2020  
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Case Administration

Invoice Number: 1050032385  
Matter Number: 47223-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/20	Nicholas Ruge	3.50	Coordinate and revise exhibits and exhibit list for first day hearing (1.1); assist Y. French with pre-first day hearing questions re exhibits and motions (.8); telephonically attend first day hearing (1.1); review changes to interim proposed orders (.5).
05/16/20	Josh Urban	6.50	Assist with onsite setup and operation of first day hearing with M. Slade and Y. French.
05/17/20	Lucas W. Brown	2.10	Review and revise work in process chart (1.9); correspond with K&E team re same (.2).
05/17/20	Allyson Smith Weinhouse	1.50	Address immediate post-petition matters, service, publication notices, etc. (1.0); correspond with K&E team re same (.5).
05/18/20	Margaret R. Alden	1.20	Draft, revise narrative re transaction (.8); correspond with K&E team re same (.4).
05/18/20	Lucas W. Brown	6.60	Review matter correspondence (.5); draft and revise work in process chart (2.7); telephone conference with R. Chaikin and K&E team re work in process (.5); prepare for same (.2); compile and coordinate required notices and key time lines with K&E team and Company advisors (1.4); draft and revise weekly case report (.7); correspond with K&E team re same (.3); correspond with Prime Clerk and K&E team re notice of commencement (.3).
05/18/20	Megan Buenviaje	3.00	Correspond with risk team re internal email collection (.8); coordinate review workspace setup (.7); prepare internal email collection for attorney review (1.5).
05/18/20	Chris Ceresa	0.60	Telephone conference with K&E team re work in process.
05/18/20	Rebecca Blake Chaikin	1.00	Revise priority items list (.4); telephone conference with K&E team re same (.6).
05/18/20	Tess Elizabeth Dennis	1.00	Participate and take notes on work in process telephone conference (.5); organize and consolidate telephone conference notes (.5).
05/18/20	Alistair Fatheazam	0.50	Telephone conference with K&E team re work in process.
05/18/20	Jeremy A. Fielding, P.C.	0.50	Telephone conference with K&E team to strategize re June 2 hearings.

Legal Services for the Period Ending June 30, 2020  
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Case Administration

Invoice Number: 1050032385  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/20	Julia R. Foster	2.10	Conference with K&E team re work in process (.6); draft voicemail log (.3); coordinate voicemail box re case inquiries (.6); review and revise pleading template (.6).
05/18/20	Jake William Gordon	2.00	Telephone conferences with K&E team re case status (.5); telephone conference with various advisors re ongoing issues (1.2); correspond with K&E team re same (.3).
05/18/20	Key Hemyari	0.80	Telephone conference re work in process (.5); review and revise notes (.3).
05/18/20	Melissa D. Kalka	1.70	Telephone conferences and correspond with K&E team re status of various administrative matters.
05/18/20	Nick Krislov	0.50	Telephone conference with K&E team re work in process.
05/18/20	Marjorie Melicharek	1.70	Summarize document production status re email collections for attorney review.
05/18/20	Allyson Smith Weinhouse	2.90	Telephone conference with K&E team re work in process (.6); follow up with K&E team, AlixPartners re post-petition matters, reporting requirements (.6); correspond with Prime Clerk, JW re same (.2); telephone conference with Company re supplier management (.9); telephone conference with advisors re coordination (.6).
05/18/20	Lydia Yale	0.80	Prepare docket report and distribute same.
05/18/20	Lydia Yale	0.50	Conference with K&E team re work in process.
05/18/20	Aparna Yenamandra	0.50	Attend standing advisor telephone conference.
05/18/20	Abbey Zuech	0.70	Participate in telephone conference with K&E team re ongoing issue (.5); correspond with T. Dennis and E. Mossor re same (.2).
05/19/20	Lucas W. Brown	1.40	Draft and revise matter working group list (.7); correspond with K&E team re same (.2); telephone conference with R. Chaikin, K&E team and AlixPartners re diligence (.5).
05/19/20	Megan Buenviaje	1.00	Update document review settings (.7); correspond with case team re same (.3).
05/19/20	Chris Ceresa	0.30	Telephone conference with AlixPartners and K&E team re outstanding diligence.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Case Administration

Invoice Number: 1050032385  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/19/20	Tess Elizabeth Dennis	2.00	Telephone conference with K&E team re diligence (.5); review notes re same (.5); review signature pages and signature page tracker (1.0).
05/19/20	Alistair Fatheazam	0.60	Telephone conference with K&E team and AlixPartners re work in process.
05/19/20	Julia R. Foster	1.30	Review and revise second day pleadings.
05/19/20	Key Hemyari	0.20	Attend telephone conference with K&E team re diligence.
05/19/20	Christopher Marcus, P.C.	0.50	Telephone conference re advisor coordination.
05/19/20	Marjorie Melicharek	1.50	Compile critical pleadings.
05/19/20	Eric Mossor	1.00	Attend telephone conference re work in process (.5); review pleading template and docket (.5).
05/19/20	David M. Nemecek, P.C.	0.50	Participate in telephone conference re various workstreams, including DIP.
05/19/20	Kimberly Pageau	0.30	Attend diligence telephone conference with K&E team, Company, AlixPartners.
05/19/20	Lydia Yale	0.50	Prepare docket report and distribute same.
05/19/20	Abbey Zuech	0.60	Attend telephone conference with K&E team and AlixPartners re diligence.
05/20/20	Lucas W. Brown	0.90	Correspond with K&E team and Prime Clerk re first day order noticing requirements (.5); telephone conference with R. Chaikin and K&E team re work in process (.4).
05/20/20	Megan Buenviaje	2.50	Review and analyze production set (1.7); correspond with K&E team re production conflicts (.8).
05/20/20	Chris Ceresa	0.40	Telephone conference with K&E team re work in process.
05/20/20	Rebecca Blake Chaikin	0.50	Telephone conference with K&E team re priority items.
05/20/20	Tess Elizabeth Dennis	1.00	Telephone conference re work in process (.5); organize and consolidate telephone conference notes (.5).
05/20/20	Alistair Fatheazam	0.60	Telephone conference with K&E team re work in process.
05/20/20	Julia R. Foster	0.90	Conference with K&E team re work in process (.6); circulate to K&E team filed first day motions and related orders (.3).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Case Administration

Invoice Number: 1050032385  
Matter Number: 47223-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Julia R. Foster	0.50	Review and revise second day motions.
05/20/20	Jake William Gordon	1.20	Correspond with K&E team re admin issues (.3); telephone conferences re ongoing issues (.9).
05/20/20	Meghan E. Guzaitis	0.70	Telephone conference re strategy for responding to ad hoc crossholder group's first request for production of documents.
05/20/20	Key Hemyari	0.20	Telephone conference re work in process.
05/20/20	Nick Krislov	0.40	Telephone conference with K&E team re work in process.
05/20/20	Eric Mossor	0.50	Attend diligence telephone conference.
05/20/20	Kimberly Pageau	0.30	Attend work in process telephone conference with K&E team.
05/20/20	Scott D. Price, P.C.	1.70	Prepare for and participate in meeting re effect of bankruptcy on plans.
05/20/20	Allyson Smith Weinhouse	0.50	Telephone conference with K&E team re work in process.
05/20/20	Lydia Yale	0.80	Prepare docket report and distribute same.
05/20/20	Lydia Yale	0.50	Conference with K&E team re work in process.
05/20/20	Aparna Yenamandra	0.50	Attend standing telephone conference with JCP, K&E team, Laz, AlixPartners.
05/21/20	Lucas W. Brown	0.30	Review and revise work in process chart (.1); revise weekly case report (.1); correspond with K&E team re same (.1).
05/21/20	Megan Buenviaje	2.00	Review and analyze production set (1.3); correspond with K&E team re production conflicts (.7).
05/21/20	Jeremy A. Fielding, P.C.	0.50	Review and analyze pleadings from Lowe's case.
05/21/20	Julia R. Foster	0.50	Review and revise second day pleadings.
05/21/20	Meghan E. Guzaitis	2.50	Begin QC of potential production documents (1.2); compile case materials for additional review (.8); compile ESI protocol specifications for AlixPartners to use in document collection and searches (.5).
05/21/20	Library Factual Research	0.50	Locate back issues of Dallas Morning News.
05/21/20	Christopher Marcus, P.C.	0.50	Independent director telephone conference.
05/21/20	Marjorie Melicharek	2.00	Update pleading compilation for attorney review.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Eric Mossor	0.20	Conference with K&E team and review structure chart.
05/21/20	Jeffrey S. Quinn	0.20	Review master timeline.
05/21/20	Tana Ryan, P.C.	2.50	Comment on checklists and work in process timeline (2.0); correspond with K&E team re same (.5).
05/21/20	Lydia Yale	0.40	Prepare docket report and distribute same.
05/22/20	Lucas W. Brown	2.20	Revise work in process chart (.3); correspond with K&E team re same (.1); revise matter working group list (.5); correspond with K&E team re same (.2); correspond with K&E team re conflicts (.3); research and analyze precedent re same (.3); correspond with K&E team and Jackson Walker team re first day orders (.1); revise weekly case report (.1); correspond with K&E team re same (.1); correspond with K&E team re creditor matrix (.2).
05/22/20	Rebecca Blake Chaikin	0.90	Revise priority items list.
05/22/20	Julia R. Foster	0.30	Compile filed first day pleadings and related orders (.2); coordinate calendar invite to K&E team re May 28 status conference (.1).
05/22/20	Jake William Gordon	0.90	Telephone conference with Company and advisors re ongoing case status.
05/22/20	Song Lin	5.70	Coordinate preparation of Company documents for production.
05/22/20	Christopher Marcus, P.C.	0.50	Board telephone conference.
05/22/20	Eric Mossor	0.50	Review status of ongoing workstreams.
05/22/20	Lydia Yale	0.30	Prepare docket report and distribute same.
05/23/20	Lucas W. Brown	2.80	Revise work in process chart (1.2); correspond with K&E team re same (.3); revise matter working group list (.5); correspond with K&E team re same (.3); review matter correspondence (.5).
05/23/20	Christopher Marcus, P.C.	1.00	Coordination telephone conference.
05/24/20	Rebecca Blake Chaikin	0.80	Revise priority items list.
05/25/20	Lucas W. Brown	0.30	Review matter correspondence.
05/25/20	Jake William Gordon	0.50	Telephone conference with K&E team re ongoing issues.
05/25/20	Song Lin	1.20	Prepare, execute and validate production logic (1.0); correspond with M. Guzaitis re same (.2).

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05/25/20	Christopher Marcus, P.C.	0.60	Coordination telephone conference.
05/25/20	Allyson Smith Weinhouse	0.50	Telephone conference with A. Yenamandra, R. Chaikin, J. Gordon re status.
05/25/20	Aparna Yenamandra	0.40	Telephone conference with K&E team re work in process.
05/26/20	Lucas W. Brown	0.60	Review matter correspondence (.4); telephone conference with A. Smith Weinhouse, K&E team and AlixPartners team re diligence (.2).
05/26/20	Chris Ceresa	0.20	Telephone conference re open diligence items.
05/26/20	Tess Elizabeth Dennis	1.70	Telephone conference re diligence items (.5); organize and consolidate telephone conference notes (.5); compile executed non-disclosure agreements and update non-disclosure agreement tracker re same (.7).
05/26/20	Julia R. Foster	0.50	Organize case documents.
05/26/20	Julia R. Foster	1.70	Draft June 2 hearing agenda (1.0); draft June 11 hearing agenda (.7).
05/26/20	Key Hemyari	5.50	Diligence telephone conference re diligence matters (.2); telephone conference with W. Lawley re independent director document requests (.1); draft JCP-Katten diligence tracker and compile various documents (3.9); review JCP data room and Katten diligence tracker (1.3).
05/26/20	Melissa D. Kalka	0.50	Prepare for and attend and follow-up from status telephone conferences.
05/26/20	Nick Krislov	0.20	Telephone conference with AlixPartners, K&E team re diligence.
05/26/20	Song Lin	5.50	Prepare, execute and validate production logic (3.9); correspond with M. Guzaitis re same (1.6).
05/26/20	Eric Mossor	0.20	Attend telephone conference with K. Hemyari re diligence.
05/26/20	Allyson Smith Weinhouse	0.40	Telephone conference with AlixPartners re remaining diligence items, workstreams.
05/26/20	Lydia Yale	0.50	Prepare docket report and distribute same.
05/26/20	Lydia Yale	0.30	Telephone conference with K&E team re work in process.
05/27/20	April B. Abrams	3.20	Review files in data site (1.0); prepare excel spread sheet re same (2.2).



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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Lucas W. Brown	1.60	Telephone conference with interested party re matter inquiry (.1); correspond with K&E team and AlixPartners team re same (.4); draft key dates and deadlines graphic re case time line (.8); correspond with K&E team re same (.3).
05/27/20	Julia R. Foster	0.40	Review and revise June 2 hearing agenda (.2); draft June 2 witness-exhibit list (.2).
05/27/20	Julia R. Foster	0.30	Research precedent re Pier 1 hearing transcripts.
05/27/20	Julia R. Foster	0.80	Revise creditor voicemail log (.6); circulate to K&E team re same (.2).
05/27/20	Jake William Gordon	0.40	Telephone conference with K&E team re ongoing issues.
05/27/20	Key Hemyari	2.50	Review and revise diligence tracker and create folders for independent director review.
05/27/20	Melissa D. Kalka	0.50	Telephone conferences with K&E team re status.
05/27/20	Song Lin	1.50	Prepare, execute and validate production logic (.9); correspond with M. Guzaitis re same (.6).
05/27/20	Lauren J. Schweitzer	0.70	Telephone conference and correspond with C. Ray re case background and research re same (.5); correspond with J. Perlman and A. Mitrani re same (.2).
05/27/20	Lydia Yale	0.40	Prepare docket report and distribute same.
05/28/20	Lucas W. Brown	2.90	Revise work in process (.3); correspond with K&E team re same (.1); draft and revise matter key dates chart (.2); correspond with K&E team re same (.2); telephone conference with R. Chaikin and K&E team re matter status (.3); coordinate office conference with K&E team re matter status (.3); correspond with AlixPartners team re same (.2); draft and revise weekly case report (.5); telephone conference with Company surety beneficiary re claim against bond (.2); correspond with K&E team re same (.2); research and analysis re same (.4).
05/28/20	Chris Ceresa	0.50	Telephone conferences with K&E team re work in process and various parties in interest re various inquiries (.3); correspond with K&E team re inquiries (.2).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Rebecca Blake Chaikin	0.30	Telephone conference with K&E team re work in process.
05/28/20	Tess Elizabeth Dennis	1.00	Telephone conference re work in process (.5); organize and consolidate telephone conference notes (.5).
05/28/20	Alistair Fatheazam	0.30	Telephone conference with K&E team re work in process.
05/28/20	Julia R. Foster	1.40	Review and revise June 2 hearing agenda (.9); compile recently filed pleadings (.2); conference with K&E team re work in process (.3).
05/28/20	Key Hemyari	2.00	Review and revise diligence tracker and create folders for independent director review.
05/28/20	Melissa D. Kalka	0.50	Telephone conference re work in process.
05/28/20	Song Lin	3.50	Prepare, execute and validate production logic (2.7); correspond with M. Guzaitis re same (.8).
05/28/20	Christopher Marcus, P.C.	2.00	Status conference (1.0); board telephone conference (1.0).
05/28/20	Eric Mossor	5.50	Telephone conference with K&E team re work in process (.5); conference with J. Foster and A. Weinhouse (1.1); review and revise ordinary course professionals motion (3.9).
05/28/20	Kimberly Pageau	0.30	Conference with K&E team re work in process.
05/28/20	Lydia Yale	0.50	Prepare docket report and distribute same.
05/29/20	Jenn Betts	0.50	Telephone conference with K&E team re status update.
05/29/20	Lucas W. Brown	3.60	Revise work in process chart (.4); correspond with K&E team re same (.2); correspond with K&E team, Company, and Prime Clerk team re noticing documents (.6); draft and revise case report (.6); correspond with K&E team re same (.3); correspond with interested party and AlixPartners team re insurance inquiry (.4); draft and revise matter key dates and deadlines chart (.8); correspond with K&E team re same (.3).
05/29/20	Chris Ceresa	1.30	Draft talking points for various inquiries (.3); revise, analyze draft press releases (.6); telephone conference with Company, advisors and R. Chaikin re same (.3); correspond with R. Chaikin re same (.1).

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05/29/20	Julia R. Foster	1.40	Review and revise June 2 hearing agenda (1.2); review and revise June 11 hearing agenda (.2).
05/29/20	Key Hemyari	1.00	Review and revise diligence tracker.
05/29/20	Colin Mize	5.00	Review, revise non-disclosure agreement (3.4); correspond with J. Merrill and M. Kalka re same (.5); draft correspondence summarizing revisions re same (1.1).
05/29/20	John Phelan	1.50	Review and revise non-disclosure agreements.
05/29/20	Tana Ryan, P.C.	0.50	Telephone conference with K&E team re status (.3); follow-up re same (.2).
05/29/20	Steve Toth	0.20	Participate in weekly update telephone conference with K&E team.
05/29/20	Allyson Smith Weinhouse	0.10	Review, comment on weekly summary.
05/29/20	Lydia Yale	0.90	Prepare docket report and distribute same.
05/30/20	Lucas W. Brown	0.30	Review matter correspondence.
06/01/20	April B. Abrams	0.20	Locate document for attorney from data site.
06/01/20	Lucas W. Brown	1.80	Review and revise matter key dates time line (.2); correspond with K&E team re same (.1); review and revise work in process (.2); correspond with K&E team re same (.1); correspond with interested party re voicemail re matter (.2); correspond with K&E, AlixPartners teams re same (.2); review matter correspondence (.3); correspond with K&E, AlixPartners teams re matter working group list (.2); correspond with K&E, Prime Clerk teams re noticing documents (.3).
06/01/20	Daniel Carlomany	3.00	Review and analyze real estate documents (2.0); revise real estate tracker (1.0).
06/01/20	Chris Ceresa	0.50	Telephone conference with inquirers re various issues (.3); update materials re same (.2).
06/01/20	Rebecca Blake Chaikin	0.30	Correspond with B. Treadway, B. Buchanan re key matter dates.
06/01/20	Lizbeth Cordova	3.00	Organize real estate due diligence (2.0); compile real estate due diligence charts (1.0).
06/01/20	Julia R. Foster	1.20	Review and revise June 2 hearing agenda (.5); review and revise June 4 hearing agenda (.7).
06/01/20	Julia R. Foster	1.10	Review creditor voicemails (1.0); coordinate live line hearing invitations to K&E team (.1).

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06/01/20	Jake William Gordon	0.60	Telephone conferences with K&E team and advisors re ongoing issues.
06/01/20	Key Hemyari	1.50	Review and revise AlixPartners and Lazard retention orders.
06/01/20	Christopher Marcus, P.C.	1.50	Telephone conference with A. Yenamandra re status (.5); Kurtz and Mesterharm deposition preparation call (1.0).
06/01/20	Colin Mize	5.70	Review GIC Real Estate's draft of the NDA (1.5); draft revisions to GIC NDA (3.3); correspond with M. Kalka and J. Merrill re same (.3); draft correspondence summarizing revisions to GIC NDA (.6).
06/01/20	Eric Mossor	1.00	Review and revise OCP Motion.
06/01/20	John Phelan	0.70	Review and revise NDA for sale process.
06/01/20	Christian Semonsen	3.00	Attention to environmental liabilities, responses to SOFA environmental questions (2.5); telephone conference with Company re same (.5).
06/01/20	Josh Urban	1.00	Test videoconferencing equipment and software for upcoming deposition with M. Slade and Y. French.
06/02/20	Lucas W. Brown	1.60	Correspond with K&E and Prime Clerk teams re noticing documents (.5); review matter correspondence (.4); review and revise work in process (.2); correspond with K&E team re same (.2); review and revise matter key dates chart (.2); correspond with K&E team re same (.1).
06/02/20	Daniel Carlomany	3.00	Review and analyze real estate documents (1.0); review and revise real estate chart (1.4); populate real estate chart (.6).
06/02/20	Chris Ceresa	0.80	Correspond with third parties re inquiries (.3); telephone conferences with same re same (.2); update materials re same (.1); correspond with Prime Clerk, JF, and R. Chaikin re talking points for inquiries (.2).
06/02/20	Michael Y. Chan	1.00	Organize and prepare for parties for conflicts searching for creditors/entities (.3); parent company research for creditors/entities (.4); analysis re disclosure of creditors/entities (.3).
06/02/20	Daniel Cho	3.50	Review lease agreements and amendments (2.7); draft due diligence summary chart (.8).
06/02/20	Julia R. Foster	0.50	Review creditor voicemails.

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06/02/20	Julia R. Foster	2.40	Review and revise June 2 hearing agenda (.4); review and revise June 4 hearing agenda (.7); prepare documents for filing re June 4 hearing (.7); prepare June 2 hearing agenda for filing (.3); prepare revised proposed orders for filing (.3).
06/02/20	Christopher Marcus, P.C.	0.50	Telephone conference with K&E team re Kurtz deposition.
06/02/20	Tiffany T. Mason	7.00	Review leases.
06/02/20	Colin Mize	5.50	Review CIM Group's comments to the NDA (1.5); draft revisions to CIM Group NDA (3.0); correspond with J. Merrill re same (.4); draft correspondence summarizing our revisions to CIM Group NDA (.6).
06/02/20	Scott D. Price, P.C.	1.00	Review severance materials.
06/02/20	Claudia Ray	0.20	Correspond with J. Perlman and L. Schweitzer re status and next steps.
06/02/20	Lauren J. Schweitzer	0.20	Correspond with J. Perlman, A. Mitrani, and C. Ray re questions for Company.
06/02/20	Christian Semonsen	1.00	Telephone conference with Company re environmental liability research and next steps.
06/02/20	Josh Urban	8.80	Setup up, operate, support and tear down equipment and software for depositions with M. Slade and Y. French.
06/02/20	Lydia Yale	2.90	Prepare docket report and distribute same.
06/03/20	Lucas W. Brown	1.70	Telephone conference with K&E team and Company's surety bond beneficiary re settlement (.3); correspond with K&E team and Company re same (.3); review and revise NDAs re UCC (.5); correspond with K&E team re same (.2); prepare for telephone conference re work in process (.2); attend same (.2).
06/03/20	Daniel Carlomany	1.00	Review and analyze real estate documents (.6); populate real estate chart (.4).
06/03/20	Rebecca Blake Chaikin	0.70	Revise priority items list (.5); telephone conference with K&E team re work in process (.2).
06/03/20	Tess Elizabeth Dennis	0.30	Telephone conference with K&E team re work in process.
06/03/20	Alistair Fatheazam	0.40	Telephone conference with K&E team re work in process.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Julia R. Foster	4.50	Review and revise June 4 hearing agenda (2.2); review and revise postpetition pleading template (.3); prepare revised proposed orders (.5); review and revise June 11 hearing agenda (.2); coordinate calendar invite re June 4 hearing(.2); draft June 9 hearing agenda (.2); draft June 9 hearing witness-exhibit list (.2); prepare materials for June 4 hearing (.7).
06/03/20	Julia R. Foster	0.20	Attend and participate in K&E team conference re work in progress.
06/03/20	Julia R. Foster	0.50	Review creditor voicemails.
06/03/20	Key Hemyari	1.00	Finalize JCP Independent Director Excel Tracker.
06/03/20	Andrew Hurley	0.50	Review file and attention to correspondence re same.
06/03/20	Melissa D. Kalka	0.50	Prepare for, attend and follow-up from call re status of various workstreams.
06/03/20	Nick Krislov	0.20	Telephone conference with K&E team re work in process.
06/03/20	Tiffany T. Mason	1.50	Review leases.
06/03/20	Colin Mize	4.70	Review Lionheart Capital's comments to NDA (1.0); draft revisions to Lionheart NDA (2.5); correspond with M. Kalka and J. Merrill re same (.4); draft correspondence summarizing our revisions to Lionheart NDA (.5); draft revisions to CIM Group NDA per input from D. Wolverson (.3).
06/03/20	Eric Mossor	1.00	Review OCP motion.
06/03/20	Scott D. Price, P.C.	1.50	Review and discuss severance and other benefits issues.
06/03/20	Jeffrey S. Rheeling	1.50	Work on lease reviews for ground leased properties.
06/03/20	Christian Semonsen	2.00	Draft template for gathering environmental responses to SOFA questions (1.0); review financial assurance documents and draft followup questions re same to Company (1.0).
06/03/20	Lydia Yale	0.80	Prepare docket report and distribute same.
06/03/20	Lydia Yale	0.30	Attend and participate in K&E team conference meeting re works in progress.
06/03/20	Abbey Zuech	1.00	Attend telephone conference with K&E team and Jackson Walker re work in process (.5); correspond with K&E team re same (.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/20	Lucas W. Brown	3.90	Review matter correspondence (.4); correspond with K&E and Prime Clerk teams re case website (.6); draft and revise weekly case report (1.3); correspond with K&E team re same (.5); draft and revise working group list (.7); correspond with K&E team re same (.4).
06/04/20	Daniel Carlomany	3.70	Review and analyze real estate documents (2.4); populate and revise real estate tracker (1.3).
06/04/20	Rebecca Blake Chaikin	0.80	Correspond with K&E team re shareholder motion and shareholder inquiries.
06/04/20	Julia R. Foster	0.20	Open Court line.
06/04/20	Julia R. Foster	0.70	Review creditor voicemails.
06/04/20	Julia R. Foster	0.50	Prepare materials for June 4 hearing.
06/04/20	Christopher Marcus, P.C.	1.80	Board call (.8); next steps call and attention to emails re same (1.0).
06/04/20	Tiffany T. Mason	4.00	Review leases.
06/04/20	Tyler E. Neal	2.00	Review and summarize leases.
06/04/20	Michael D. Thorpe	0.20	Discuss antitrust issues re process (.1); correspond re same (.1).
06/04/20	Josh Urban	7.50	Setup up, operate, support and tear down equipment and software for bankruptcy hearing with M. Slade and Y. French.
06/04/20	Lydia Yale	0.40	Draft a notice template re case status.
06/04/20	Lydia Yale	2.90	Prepare docket report and distribute same.
06/05/20	Lucas W. Brown	0.40	Correspond with K&E team re case calendar (.2); review and revise same (.2).
06/05/20	Daniel Carlomany	2.50	Review and analyze real estate documents (.9); draft and populate real estate tracker (.8); file and organize real estate documents from Company data room (.8).
06/05/20	Rebecca Blake Chaikin	1.40	Revise priority items list (1.0); correspond with K&E team re same (.4).
06/05/20	Julia R. Foster	0.70	Circulate hearing and deposition transcripts to K&E team (.2); Prepare list of motions up for June 11 hearing (.5).
06/05/20	Julia R. Foster	1.10	Review creditor voicemails.
06/05/20	Julia R. Foster	0.80	Review and revise June 11 hearing agenda (.5); draft July 1 hearing agenda (.3).



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06/05/20	Christopher Marcus, P.C.	1.40	Attention to equity committee pleading (.3); attention to next steps emails (1.1).
06/05/20	Tiffany T. Mason	5.00	Review leases (4.3); revise lease summary chart (.7).
06/05/20	Colin Mize	0.50	Review WHP Global's comments to NDA (.2); draft revisions to WHP Global NDA (.3).
06/05/20	Tyler E. Neal	2.00	Review and summarize leases.
06/05/20	Jeffrey S. Rheeling	1.50	Work on lease review summaries.
06/05/20	Lydia Yale	0.70	Prepare docket report and distribute same.
06/06/20	Jeffrey Ayer	0.20	Emails re competition access to data room.
06/06/20	Jake William Gordon	1.70	Telephone conferences with K&E team and advisors re ongoing issues.
06/06/20	Christopher Marcus, P.C.	1.40	Equity Committee telephone conference (.5); telephone conferences with Lazard and AP re next steps (.9).
06/06/20	Colin Mize	0.70	Review WHP Global's comments to NDA (.1); draft revisions to WHP Global NDA (.2); correspond J. Merrill re same (.4).
06/06/20	Tyler E. Neal	1.00	Review and summarize leases.
06/06/20	Josh Sussberg, P.C.	1.50	Telephone conference with Lazard, AlixPartners and K&E team re status (.7); telephone conference with R. Morgner re status (.1); telephone conference with M. Sirota and S. Van Alten (.3); correspond with Company re status (.1); telephone conference with S. Gastwirth (Cush Wake) and correspond re same (.2); telephone conference with A. Diedertrich re status (.1).
06/07/20	Lucas W. Brown	0.90	Draft weekly matter update for K&E team (.6); correspond with K&E team re same (.3).
06/07/20	Rebecca Blake Chaikin	0.20	Correspond with L. Brown re key dates.
06/07/20	Christopher Marcus, P.C.	0.50	Attention to Equity Committee reply.
06/07/20	Tyler E. Neal	2.00	Review and summarize leases.
06/07/20	Eric Nyberg	4.50	Conduct organization and preparation of parties for conflicts searching (3.0); analysis re disclosure of creditors/entities (1.5).
06/07/20	Kenneth Sampson	3.00	Review and analyze disclosure of creditors/entities submitted as utilities and administrative agents.
06/07/20	Josh Sussberg, P.C.	0.30	Telephone conference with C. Marcus re status.

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06/08/20	Jeffrey Ayer	2.00	Review documents for clean room and Company real estate task force call (1.3); telephone conferences re data room (.7).
06/08/20	Lucas W. Brown	1.60	Draft and revise weekly matter update (.5); correspond with K&E team re same (.3); review and revise work in process (.2); correspond with K&E team re same (.1); review and revise case calendar (.2); correspond with K&E team re same (.1); review and revise matter working group list (.2).
06/08/20	Julia R. Foster	0.30	Circulate recently filed shareholder letters to K&E team.
06/08/20	Julia R. Foster	0.30	Review creditor voicemails.
06/08/20	Jake William Gordon	1.20	Telephone conferences with K&E team and advisors re case status.
06/08/20	Walter S. Holzer, P.C.	0.30	Review deal work in process and key dates time line.
06/08/20	Christopher Marcus, P.C.	0.50	Update call.
06/08/20	Eric Mossor	6.70	Review, analyze diligence documents for diligence request (5.8); prepare same (.9).
06/08/20	Claudia Ray	0.20	Communications with J. Perlman re status and next steps.
06/08/20	Lydia Yale	0.90	Prepare docket report and distribute same.
06/09/20	Lucas W. Brown	0.60	Draft and revise work in process (.4); correspond with K&E team re same (.2).
06/09/20	Julia R. Foster	0.30	Review creditor voicemails.
06/09/20	Julia R. Foster	0.80	Review and revise June 11, 2020 hearing agenda.
06/09/20	Eric Mossor	5.00	Review, analyze diligence documentation for diligence request (3.1); collect diligence documentation for diligence request (1.6); correspond with W. Lawley (.3).
06/09/20	Scott D. Price, P.C.	1.20	Discuss mirror plan (.7); review documents (.5).
06/09/20	Lydia Yale	1.00	Prepare docket report and distribute same (.8); record message from claimant voice mail for attorney response (.2).
06/10/20	Lucas W. Brown	0.80	Correspond with K&E, Prime Clerk, and AlixPartners teams re noticing docs (.5); review and revise work in process (.2); correspond with K&E team re same (.1).

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Invoice Number: 1050032385  
Matter Number: 47223-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	Michael Y. Chan	2.50	Conduct organization and preparation of parties for conflicts searching for creditors/entities (.6); conduct analysis for disclosure of creditors/entities (1.2); review conflicts email replies (.7).
06/10/20	Jake William Gordon	0.70	Telephone conferences with K&E team and advisors re case status.
06/10/20	Christopher Marcus, P.C.	0.50	Attention to update emails.
06/10/20	Eric Mossor	4.00	Draft diligence documentation and tracker for Quinn (2.4); review and revise re same (1.6).
06/10/20	Lydia Yale	0.70	Prepare docket report and distribute same.
06/10/20	Abbey Zuech	2.50	Prepare diligence tracker for Quinn diligence requests.
06/11/20	Lucas W. Brown	2.00	Draft and revise weekly case report (.8); correspond with K&E team re same (.2); review case docket (.4); review work in process re same (.4); correspond with K&E team re same (.2).
06/11/20	Julia R. Foster	0.40	Review creditor voicemails.
06/11/20	Christopher Marcus, P.C.	0.50	Attention to allocation emails.
06/11/20	Eric Mossor	1.20	Conference with R. Robbins re OCP Motion (.2); review and revise diligence tracker and collected diligence (1.0).
06/11/20	Eric L. Schiele, P.C.	0.50	Prepare documents for bidder (.2); related calls (.3).
06/11/20	Lydia Yale	1.60	Prepare docket report and distribute same.
06/11/20	Victoria M. Zhou	4.00	Review REA summaries (1.7); revise same (2.3).
06/11/20	Abbey Zuech	0.70	Correspond with K&E team re distribution of Quinn and Katten diligence responses.
06/12/20	Lucas W. Brown	1.90	Correspond with K&E team and AlixPartners re interested party voice mails and inquiries (.4); review and revise work in process (.2); correspond with K&E team re same (.2); review and revise case key dates calendar (.3); correspond with K&E team and Company re same (.2); review and revise weekly case report (.4); correspond with K&E team re same (.2).
06/12/20	Julia R. Foster	0.10	Review creditor voicemails.
06/12/20	Christopher Marcus, P.C.	1.00	Telephone conference with advisors (.5); attention to allocation emails (.5).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Case Administration

Invoice Number: 1050032385  
Matter Number: 47223-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/20	Eric Mossor	4.70	Review, revise diligence documents, diligence tracker (3.4); compile same (.6); correspond for diligence requests (.7).
06/12/20	Josh Sussberg, P.C.	1.70	Update telephone conference with management (.5); telephone conference with J. Zinman re case status (.3); telephone conference with D. Kurtz re same (.3); telephone conference with A. Diedertich re same (.3); telephone conference with Jackson Walker re same (.3).
06/12/20	Lydia Yale	0.30	Prepare docket report and distribute same.
06/12/20	Abbey Zuech	2.20	Prepare and update tracker re Quinn diligence requests.
06/13/20	Lucas W. Brown	0.90	Review matter correspondence (.5); review and revise work in process (.3); correspond with K&E team re same (.1).
06/13/20	Eric Mossor	1.00	Prepare diligence distribution.
06/14/20	Lucas W. Brown	1.10	Review and revise work in process (.2); correspond with K&E team re same (.1); correspond with K&E team re case calendar (.3); correspond with K&E and Prime Clerk teams re noticing documents (.2); review matter correspondence (.3).
06/14/20	Eric Mossor	5.20	Prepare diligence for distribution.
06/15/20	Jeffrey Ayer	0.50	Review due diligence data room and emails re same (.3); telephone conference re data room set up (.2).
06/15/20	Lucas W. Brown	0.80	Correspond with K&E team re key dates calendar (.2); review matter correspondence (.3); review and revise matter working group list (.2); correspond with K&E team re same (.1).
06/15/20	Julia R. Foster	0.40	Review creditor voicemails.
06/15/20	Eric Mossor	7.50	Prepare diligence for distribution (7.0); review documentation for potential inclusions (.5).
06/15/20	Josh Sussberg, P.C.	1.30	Telephone conference with management re status update (.4); telephone conference with S. Reisman re status (.3); telephone conference with fund and CS re equity trading (.3); correspond with K&E team re lender information and status (.3).
06/15/20	Lydia Yale	0.50	Prepare docket report and distribute same.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Case Administration

Invoice Number: 1050032385  
Matter Number: 47223-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/20	Lucas W. Brown	1.40	Review matter correspondence (.3); review and revise work in process (.4); correspond with K&E team re same (.2); review and revise case calendar (.3); correspond with K&E team re same (.2).
06/16/20	Rebecca Blake Chaikin	0.40	Revise priority items list.
06/16/20	Julia R. Foster	0.30	Review creditor voicemails.
06/16/20	Christopher Marcus, P.C.	0.50	Attention to allocation emails.
06/16/20	Eric Mossor	7.50	Review diligence request production documents (3.1); revise same (3.6); review OCP motion and coordinate further OCP production for U.S. Trustee (.8).
06/16/20	Lydia Yale	0.40	Prepare docket report and distribute same.
06/17/20	Lucas W. Brown	0.10	Review and revise work in process.
06/17/20	Rebecca Blake Chaikin	0.30	Revise priority items list.
06/17/20	Julia R. Foster	0.30	Coordinate fee application deadline calendar invites.
06/17/20	Julia R. Foster	0.20	Review creditor voicemails.
06/17/20	Jake William Gordon	1.50	Telephone conferences with Company, Advisors, K&E team re case status.
06/17/20	Christopher Marcus, P.C.	1.00	JCP call (.5); Allocation call (.5).
06/17/20	Lekha Menon	0.50	Attend telephone conference with M. Slade, K&E team re work in process.
06/17/20	Eric Mossor	9.20	Review diligence production documents (4.6); revise same (3.6); conference with K. Hemyari, N. Ruge re same (1.0).
06/17/20	Lydia Yale	0.30	Prepare docket report and distribute same.
06/18/20	Margaret R. Alden	0.90	Telephone conference with K&E team re go-forward strategy, work in progress.
06/18/20	Lucas W. Brown	3.00	Prepare for telephone conference with R. Chaikin and K&E team re work in process (.2); attend same (.9); review and revise work in process (.4); correspond with KW team re same (.1); review and revise case calendar (.4); correspond with K&E team re same (.2); draft and revise weekly case report (.6); correspond with K&E team re same (.2).
06/18/20	Chris Ceresa	0.50	Telephone conference re work in process with K&E team including R. Chaikin (.4); correspond with Jackson Walker Team re case timing (.1).

Legal Services for the Period Ending June 30, 2020  
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Invoice Number: 1050032385  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/18/20	Rebecca Blake Chaikin	1.40	Telephone conference with K&E team re work in process (1.0); correspond with K&E team re same (.4).
06/18/20	Tess Elizabeth Dennis	1.20	Telephone conference re work in process (1.0); organize and consolidate call notes (.2).
06/18/20	Julia R. Foster	0.60	Review creditor voicemails.
06/18/20	Julia R. Foster	1.00	Attend and participate in K&E team conference meeting re works in progress.
06/18/20	Jake William Gordon	0.80	Telephone conferences with K&E team re case status.
06/18/20	Key Hemyari	1.00	Telephone conference with K&E team re work in process.
06/18/20	Nick Krislov	0.90	Telephone conference with K&E team re work in process.
06/18/20	Christopher Marcus, P.C.	0.50	Attention to allocation emails.
06/18/20	Eric Mossor	8.00	Review diligence production (4.1); revise same (2.9); conference with K. Hemyari, N. Ruge, and W. Lawley re same (1.0).
06/18/20	Kimberly Pageau	1.00	Attend work in process call with K&E team.
06/18/20	Lydia Yale	0.40	Prepare docket report and distribute same.
06/19/20	Jenn Betts	0.50	Conference with K&E team re restructuring status update.
06/19/20	Lucas W. Brown	1.50	Review and revise work in process (.2); correspond with K&E team re same (.1); review and revise case calendar (.4); correspond with K&E team re same (.2); draft and revise weekly case report (.4); correspond with K&E team re same (.2).
06/19/20	Rebecca Blake Chaikin	0.40	Revise summary of key dates.
06/19/20	Jake William Gordon	0.60	Telephone conferences with K&E team re case status.
06/19/20	Aisha P. Lavinier	1.10	Review and analyze sources and uses (.5); attend conferences re transaction process and status (.6).
06/19/20	Eric Mossor	2.70	Conference with A. Weinhouse and AlixPartners Team (.2); review and revise diligence request confirmations (2.0); coordinate diligence with JCP team (.5).
06/21/20	Lucas W. Brown	0.30	Correspond with K&E team re case calendar (.1); review and revise same (.2).



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Case Administration

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Matter Number: 47223-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/21/20	Eric Mossor	0.20	Review and confirm dataroom privileges for diligence parties.
06/22/20	Jeffrey Ayer	1.00	Review documents for data room (.6); correspond with Lazard re same (.4).
06/22/20	Lucas W. Brown	0.40	Review and revise work in process (.3); correspond with K&E team re same (.1).
06/22/20	Julia R. Foster	0.60	Review creditor voicemails.
06/22/20	Christopher Marcus, P.C.	0.40	Attention to allocation emails.
06/22/20	Marjorie Melicharek	1.20	Prepare summary re document productions for attorney review.
06/22/20	Eric Mossor	5.50	Review and compile diligence for Independent Director Counsel Parties (3.8); correspond with JCP deal team (1.7).
06/22/20	Lydia Yale	0.80	Prepare docket report and distribute same.
06/23/20	Jeffrey Ayer	1.70	Review materials for data room (1.1); resolve data room issues (.6).
06/23/20	Lucas W. Brown	0.40	Review and revise work in process and case calendar (.3); correspond with K&E team re same (.1).
06/23/20	Eric Mossor	2.00	Review, correspond with deal team, and revise diligence confirmation for diligence requests.
06/23/20	Josh Sussberg, P.C.	2.10	Telephone conference with D. Kurtz re status (.4); correspond re status (.2); telephone conference with H2, advisors, JCP and Lazard re propco/opco structure and next steps (.6); telephone conference with G. Davis re potential bidder interest (.4); correspond re GOB sales (.2); correspond re sales and use tax and real estate matters (.3).
06/23/20	Lydia Yale	0.30	Prepare docket report and distribute same.
06/24/20	Margaret R. Alden	0.10	Correspond with L. Brown re work in progress.
06/24/20	Lucas W. Brown	0.80	Review and revise work in process and case calendar (.4); correspond with K&E team re same (.2); review matter correspondence (.2).
06/24/20	Christopher Marcus, P.C.	0.50	Attention to status email.
06/24/20	Eric Mossor	0.70	Review diligence response (.5); correspond with AlixPartners re diligence requests (.2).
06/24/20	Eric L. Schiele, P.C.	0.20	Attend to email correspondence.
06/24/20	Allyson Smith Weinhouse	0.10	Correspond with L. Brown re workstreams.



Legal Services for the Period Ending June 30, 2020  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Lydia Yale	0.20	Prepare docket report and distribute same.
06/25/20	Lucas W. Brown	0.50	Review and revise work in process and case calendar (.1); correspond with K&E team re same (.1); draft and revise weekly case report (.2); correspond with K&E team re same (.1).
06/25/20	Christopher Marcus, P.C.	0.70	Attention to status email.
06/25/20	Eric Mossor	1.50	Conference with AlixPartners team re diligence production and follow up (.5); review internal deck re inter-company balances (.5); review UCC production documentation (.5).
06/25/20	Lydia Yale	0.50	Prepare docket report and distribute same.
06/26/20	Lucas W. Brown	0.70	Review and revise work in process and case calendar (.2); correspond with K&E team re same (.1); coordinate weekly case update (.1); draft and revise weekly case report (.2); correspond with K&E team re same (.1).
06/26/20	Julia R. Foster	0.60	Review creditor voicemails.
06/26/20	Julia R. Foster	0.20	Prepare pro hac for filing.
06/26/20	Eric Mossor	0.50	Review diligence documentation (.3); conference with N. Ruge re same (.2).
06/26/20	Christian Semonsen	0.50	Review and respond to questions re draft SOFA schedule responses.
06/26/20	Allyson Smith Weinhouse	0.10	Review weekly report.
06/26/20	Lydia Yale	0.20	Prepare docket report and distribute same.
06/28/20	Matthew Antinossi	0.10	Review work in progress summary from K&E team.
06/28/20	Meghan E. Guzaitis	2.50	Edit witness/exhibits list (.4) compile case materials for exhibit list for attorney review (1.8) correspond with team re same (.3).
06/28/20	Josh Sussberg, P.C.	0.50	Telephone conference with B. Wafford re status update.
06/29/20	Rebecca Blake Chaikin	0.30	Revise priority items list.
06/29/20	Julia R. Foster	0.40	Review creditor voicemails.
06/29/20	Julia R. Foster	1.10	Review and revise July 1, 2020 Witness-Exhibit List.
06/29/20	Jake William Gordon	0.20	Telephone conference with Company, K&E, Lazard re ongoing case status.

Legal Services for the Period Ending June 30, 2020  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/20	Meghan E. Guzaitis	2.60	Edit witness/exhibits list (.2); compile case materials for exhibit list for attorney review (1.8); correspond with K&E team re same (.3); correspond with local counsel re filing amended exhibit list (.3).
06/29/20	Song Lin	0.20	Prepare search of key documents for case team review.
06/29/20	Marjorie Melicharek	1.20	Draft summary re productions for attorney review.
06/29/20	Lydia Yale	0.30	Prepare docket report and distribute same.
06/30/20	Lucas W. Brown	2.80	Review and revise work in process (.4); correspond with K&E team re same (.3); revise case calendar (.4); correspond with K&E team re same (.3); review matter correspondence (.4); correspond with AlixPartners and K&E team re filing and noticing requirements (1.0).
06/30/20	Rebecca Blake Chaikin	0.30	Correspond with K&E re key upcoming hearings and deadlines.
06/30/20	Julia R. Foster	0.30	Review creditor voicemails.
06/30/20	Julia R. Foster	2.30	Review and revise July 1, 2020 Witness-Exhibit List (1.2); prepare same for filing (.6); coordinate calendar invites re July 8, 2020 Hearing (.3); coordinate calendar invites re July 13, 2020 Hearing (.2).
06/30/20	Meghan E. Guzaitis	2.70	Edit witness/exhibits list (1.5); compile case materials for exhibit list for attorney review (.8) correspond with K&E team re same (.4).
06/30/20	Christopher Marcus, P.C.	0.50	Attention to update emails.
06/30/20	Marjorie Melicharek	0.60	Prepare exhibits to amended witness list for attorney review.
06/30/20	Marjorie Melicharek	0.90	Compile case materials for attorney review.
06/30/20	Eric Mossor	1.20	Review diligence requests and status (.7); attend bankruptcy request call with deal team (.5).
06/30/20	Lydia Yale	0.70	Prepare docket report and distribute same (.4); organize schedules of assets and liabilities in document management system (.3).
<b>Total</b>		<b>521.80</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032386**

**Client Matter: 47223-20**

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**In the Matter of Hearings**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 406,542.50

Total legal services rendered

\$ 406,542.50

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Hearings

Invoice Number: 1050032386  
Matter Number: 47223-20

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Margaret R. Alden	15.00	610.00	9,150.00
Lucas W. Brown	13.20	610.00	8,052.00
Chris Ceresa	10.70	610.00	6,527.00
Rebecca Blake Chaikin	14.40	1,085.00	15,624.00
Tess Elizabeth Dennis	3.50	610.00	2,135.00
Alistair Fatheazam	9.10	740.00	6,734.00
Julia R. Foster	23.80	340.00	8,092.00
Yates French	28.30	1,165.00	32,969.50
Austin Glassman	8.10	1,165.00	9,436.50
Jake William Gordon	19.70	845.00	16,646.50
Meghan E. Guzaitis	26.50	445.00	11,792.50
Key Hemyari	4.50	845.00	3,802.50
Lanchi Huynh	1.30	1,305.00	1,696.50
Nick Krislov	10.80	740.00	7,992.00
Christopher Marcus, P.C.	28.70	1,635.00	46,924.50
Marjorie Melicharek	28.90	275.00	7,947.50
Lekha Menon	36.10	725.00	26,172.50
David M. Nemecek, P.C.	2.00	1,565.00	3,130.00
Benjamin O'Connor	14.90	970.00	14,453.00
Kimberly Pageau	8.30	740.00	6,142.00
Prentis Robinson	13.50	610.00	8,235.00
Nicholas Ruge	11.40	835.00	9,519.00
Michael B. Slade	19.30	1,395.00	26,923.50
Josh Sussberg, P.C.	35.00	1,635.00	57,225.00
Gregory Tsonis	18.20	970.00	17,654.00
Josh Urban	6.10	390.00	2,379.00
Allyson Smith Weinhouse	7.50	965.00	7,237.50
Lydia Yale	15.20	275.00	4,180.00
Aparna Yenamandra	20.80	1,165.00	24,232.00
Abbey Zuech	5.80	610.00	3,538.00
<b>TOTALS</b>	<b>460.60</b>		<b>\$ 406,542.50</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Hearings

Invoice Number: 1050032386  
Matter Number: 47223-20

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/15/20	Yates French	9.40	Finalize hearing materials (2.2); prepare witnesses for hearing (3.5); prepare for first day hearing (3.7).
05/15/20	Meghan E. Guzaitis	4.70	Revise exhibits for exhibit list and hearing (2.0); correspond with K&E team re edits to same (1.7); correspond with K&E team re edits to declarations (1.0).
05/15/20	Meghan E. Guzaitis	4.70	Prepare and compile pleadings and exhibits to be used for first day hearing (2.0); correspond with K&E team re amended exhibit list and materials re first day hearing (1.0); prepare amended materials for filings (1.7).
05/15/20	Christopher Marcus, P.C.	3.90	Prepare for first day hearing.
05/15/20	Marjorie Melicharek	4.00	Compile filed pleadings for hearing (2.0); prepare listing re same (2.0).
05/15/20	Marjorie Melicharek	4.00	Cite check witness and exhibit list (1.0); identify exhibits (.7); compile exhibits (.8); prepare exhibits for attorney review (1.5).
05/15/20	Josh Urban	0.80	Assist with onsite setup of first day hearing with M. Slade.
05/16/20	Margaret R. Alden	5.10	Telephonically attend first day hearing (2.5); prepare for same (2.1); revise talking points re same (.3); correspond with K&E team re same (.2).
05/16/20	Lucas W. Brown	2.50	Prepare for first day hearing (.2); attend telephonic first day hearing (2.3).
05/16/20	Chris Ceresa	7.50	Revise orders (1.8); correspond with K&E team re various issues (1.1); prepare for hearing (2.1); attend first day hearing telephonically (2.5).
05/16/20	Rebecca Blake Chaikin	5.70	Prepare for first day hearing (3.1); participate in first day hearing (2.6).
05/16/20	Tess Elizabeth Dennis	3.50	Attend telephonic first day hearing.
05/16/20	Alistair Fatheazam	2.50	Telephonically attend first day hearing.
05/16/20	Julia R. Foster	2.20	Attend and assist with May 16 first day hearing.
05/16/20	Julia R. Foster	0.10	Coordinate logistics re May 15 hearing.
05/16/20	Yates French	6.00	Prepare for and attend first day hearing.
05/16/20	Austin Glassman	2.10	Attend first day hearing via web conference.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Hearings

Invoice Number: 1050032386  
Matter Number: 47223-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/20	Jake William Gordon	5.40	Prepare for first day hearing (3.1); attend same (2.3).
05/16/20	Meghan E. Guzaitis	2.50	Telephonically attend First Day hearing.
05/16/20	Meghan E. Guzaitis	4.70	Prepare and compile pleadings, exhibits re first day hearing (2.2); participate in video testing, technology prep for first day hearing (.5); correspond with K&E team re amended exhibit list and materials (1.2); prepare amended materials for filings (.8).
05/16/20	Key Hemyari	2.30	Attend first day hearing.
05/16/20	Nick Krislov	2.30	Attend first day hearing via telephone.
05/16/20	Christopher Marcus, P.C.	10.70	Prepare for hearing and negotiate cash collateral order (1.2); attention to hearing preparation (7.0); attend first day hearing (2.5).
05/16/20	Marjorie Melicharek	2.50	Prepare exhibits for attorney review.
05/16/20	Marjorie Melicharek	4.00	Compile filed pleadings for hearing (2.7); prepare listing re same (1.3).
05/16/20	Lekha Menon	5.70	Review, revise first day hearing presentation (3.5); telephonically attend first day hearing (2.2).
05/16/20	David M. Nemecek, P.C.	2.00	Telephonically attend first day hearing.
05/16/20	Benjamin O'Connor	2.70	Review and analyze first day motions (.4); attend first day hearing (2.3).
05/16/20	Kimberly Pageau	2.50	Telephonically attend first day hearing.
05/16/20	Prentis Robinson	3.40	Prepare for first day hearing (1.1); telephonically attend same (2.3)
05/16/20	Michael B. Slade	4.70	Telephone conferences to prepare for first day hearing (2.4); attend first day hearing (2.3).
05/16/20	Josh Sussberg, P.C.	8.00	Prepare for first day hearing (3.5); correspond re hearing and related matters (.6); telephone conferences with A. Yenamandra (.5); participate in first day hearing (2.7); correspond re next steps and hearing (.7).
05/16/20	Gregory Tsonis	2.30	Attend first day hearing via telephone conference.
05/16/20	Allyson Smith Weinhouse	7.00	Prepare for first day hearing (3.9); telephonically attend same (3.1).
05/16/20	Lydia Yale	5.00	Prepare materials for May 16 first day hearing.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Hearings

Invoice Number: 1050032386  
Matter Number: 47223-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/20	Lydia Yale	2.20	Prepare for and telephonically attend May 16 hearing.
05/17/20	Christopher Marcus, P.C.	0.50	Attention to first day hearing follow up correspondence.
05/19/20	Yates French	5.50	Coordinate review of documents (1.8); prepare for hearing (2.0); attend telephone conference re junior creditor objection rights (.5); review documents for production (1.2).
05/22/20	Lekha Menon	3.20	Draft status conference presentation.
05/23/20	Lekha Menon	1.10	Review, revise status conference presentation.
05/24/20	Lekha Menon	0.30	Revise status conference presentation.
05/25/20	Jake William Gordon	0.40	Draft hearing presentation.
05/25/20	Lekha Menon	1.80	Review, revise status conference presentation.
05/25/20	Aparna Yenamandra	0.60	Revise status conference deck.
05/26/20	Lekha Menon	3.20	Review, revise status conference presentation.
05/26/20	Aparna Yenamandra	0.70	Correspond re status conference slides.
05/27/20	Jake William Gordon	1.10	Prepare hearing presentation.
05/27/20	Lekha Menon	3.30	Review, revise status conference presentation.
05/27/20	Josh Sussberg, P.C.	0.60	Review slides for status conference and comment on same.
05/27/20	Aparna Yenamandra	1.30	Correspond re status conference slides (.6); revise same (.7).
05/27/20	Abbey Zuech	1.00	Attend status conference.
05/28/20	Lucas W. Brown	0.70	Attend status telephone conference.
05/28/20	Rebecca Blake Chaikin	0.80	Telephonically attend status conference.
05/28/20	Julia R. Foster	0.60	Correspond with K&E team re witness and exhibit list re June 2 hearing.
05/28/20	Jake William Gordon	0.40	Prepare for status hearing.
05/28/20	Meghan E. Guzaitis	1.80	Compile case documents for attorney review.
05/28/20	Lanchi Huynh	1.30	Review Court status conference slides (1.0); review associate communications (.3).
05/28/20	Nick Krislov	0.60	Attend status conference via telephone.
05/28/20	Lekha Menon	6.80	Review, revise slides for status conference (3.8); correspond with J. Gordon, A. Yenamandra re same (1.0); revise slides re same (1.3); telephonically attend status conference (.7).
05/28/20	Kimberly Pageau	0.80	Telephonically attend status conference.
05/28/20	Nicholas Ruge	0.80	Attend status conference.



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Hearings

Invoice Number: 1050032386  
Matter Number: 47223-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Michael B. Slade	0.80	Attend status conference.
05/28/20	Josh Sussberg, P.C.	5.10	Review and revise status conference slides (.7); telephone conferences with A. Yenamandra re same (.3); prepare for status conference (.2); participate in status conference (.7); telephone conference with D. Kurtz re same (.2); telephone conference with R. Tysoe re same (.2); review board presentation (.2); participate on board update telephone conference and discussion of DIP (1.1); telephone conference with K. Hansen re status (.1); correspond with A. LeBlanc (.1); telephone conference with Cushman, B. Wafford, B. Treadway, Lazard, Alix and K&E team re real estate appraisals (.5); telephone conference with Lazard, Alix, M. Slade and K&E team re DIP and timing (.6); review and revise 365 motion (.2).
05/28/20	Aparna Yenamandra	1.80	Finalize status conference deck (1.1); attend status conference (.7).
06/02/20	Lucas W. Brown	0.30	Attend hearing re work fee motion.
06/02/20	Rebecca Blake Chaikin	0.40	Attend hearing re work fee motion.
06/02/20	Yates French	0.40	Attend hearing re work fee motion.
06/02/20	Austin Glassman	0.90	Prepare for and attend hearing.
06/02/20	Nick Krislov	0.30	Attend hearing via telephone.
06/02/20	Christopher Marcus, P.C.	1.00	Attend hearing and attention to follow-up emails.
06/02/20	Marjorie Melicharek	1.00	Identify Committee's exhibits for hearing.
06/02/20	Benjamin O'Connor	0.40	Attend hearing re work fee motion.
06/02/20	Nicholas Ruge	0.40	Attend work fee motion hearing.
06/02/20	Josh Sussberg, P.C.	0.90	Telephone conference with A. LeBlanc re status conference (.5); attend status conference (.4).
06/02/20	Gregory Tsonis	1.20	Attend work fee motion hearing via telephone.
06/02/20	Allyson Smith Weinhouse	0.50	Hearing re work fee motion.
06/02/20	Aparna Yenamandra	2.00	Prepare for and attend work fee motion hearing.
06/02/20	Abbey Zuech	1.50	Attend virtual hearing re work fee motion.
06/03/20	Rebecca Blake Chaikin	0.20	Coordinate slides for hearing with K&E team.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Hearings

Invoice Number: 1050032386  
Matter Number: 47223-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Christopher Marcus, P.C.	3.70	Pre call (.5); telephone conference re witness preparation (.9); prepare for DIP hearing (2.3).
06/03/20	Marjorie Melicharek	2.00	Prepare hearing materials for attorney review.
06/03/20	Marjorie Melicharek	3.20	Prepare exhibits to be file re exhibit and witness list.
06/04/20	Lucas W. Brown	4.00	Telephonically attend hearing re DIP.
06/04/20	Rebecca Blake Chaikin	1.90	Attend hearing re DIP financing.
06/04/20	Alistair Fatheazam	4.30	Telephonically attend DIP hearing.
06/04/20	Yates French	7.00	Prepare for and attend DIP hearing.
06/04/20	Austin Glassman	5.10	Telephonically attend DIP hearing and coordinate with K&E team during related proceedings.
06/04/20	Jake William Gordon	1.90	Telephonically attend DIP hearing.
06/04/20	Meghan E. Guzaitis	3.00	Attend DIP hearing.
06/04/20	Key Hemyari	0.80	Attend DIP hearing.
06/04/20	Nick Krislov	3.10	Attend DIP hearing via telephone.
06/04/20	Christopher Marcus, P.C.	5.90	Attention to hearing preparation (.7); attend DIP hearing (5.2).
06/04/20	Lekha Menon	5.00	Telephonically attend DIP hearing.
06/04/20	Benjamin O'Connor	6.20	Plan and prepare for DIP financing hearing (1.1); attend DIP financing hearing (5.1).
06/04/20	Kimberly Pageau	1.10	Telephonically attend DIP hearing.
06/04/20	Prentis Robinson	4.30	Telephonically attend final DIP hearing.
06/04/20	Nicholas Ruge	4.30	Attend DIP hearing.
06/04/20	Michael B. Slade	6.70	Prepare for and participate in trial re DIP.
06/04/20	Josh Sussberg, P.C.	9.90	Prepare for hearing (1.7); telephone conference with K. Hansen re settlement (.7); telephone conference with D. Kurtz (.4); attend DIP hearing (5.1); participate on board call (.5); correspond with creditors (.3); telephone conference with potential purchaser re interest in assets (1.0); correspond re DIP order (.2).
06/04/20	Gregory Tsonis	5.20	Attend DIP hearing.
06/04/20	Lydia Yale	5.00	Attend hearing re DIP/Cash Collateral.
06/04/20	Aparna Yenamandra	3.70	Attend DIP hearing.
06/04/20	Abbey Zuech	2.80	Attend virtual court hearing re DIP.
06/06/20	Josh Sussberg, P.C.	0.30	Telephone conference re equity committee hearing.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Hearings

Invoice Number: 1050032386  
Matter Number: 47223-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/20	Julia R. Foster	1.90	Review and revise June 9, 2020 hearing agenda (.7); review and revise June 11, 2020 hearing agenda (1.2).
06/08/20	Aparna Yenamandra	0.40	Telephone conference re equity committee hearing.
06/09/20	Margaret R. Alden	0.40	Telephonically attend equity committee hearing.
06/09/20	Lucas W. Brown	2.00	Attend equity committee hearing.
06/09/20	Rebecca Blake Chaikin	1.50	Attend hearing.
06/09/20	Julia R. Foster	2.00	Attend and assist telephonic June 9, 2020 hearing.
06/09/20	Jake William Gordon	3.10	Prepare for, attend Equity committee hearing.
06/09/20	Key Hemyari	1.40	Attend equity committee hearing.
06/09/20	Nick Krislov	0.70	Telephonically attend equity committee hearing.
06/09/20	Christopher Marcus, P.C.	1.50	Attend equity committee hearing.
06/09/20	Lekha Menon	2.70	Telephonically attend equity committee hearing.
06/09/20	Benjamin O'Connor	1.00	Attend hearing re formation of equity committee.
06/09/20	Kimberly Pageau	1.10	Telephonically attend equity committee hearing.
06/09/20	Prentis Robinson	1.90	Prepare for and participate in equity committee hearing.
06/09/20	Nicholas Ruge	2.00	Attend equity committee hearing.
06/09/20	Michael B. Slade	1.90	Prepare for and participate in court hearing.
06/09/20	Josh Sussberg, P.C.	5.70	Prepare for equity holder committee hearing (2.5); attend hearing (1.5); correspond re GOB sales and credit agreement waiver (.3); review and revise retention application (1.0); telephone conference with A. Yenamandra (.4).
06/09/20	Gregory Tsonis	2.70	Attend telephonic and video bankruptcy hearing.
06/09/20	Aparna Yenamandra	4.10	Prepare for and attend equity committee hearing (3.0); telephone conference with JF, JCP re equity committee talking points (.5); correspond with U.S. Trustee, SHs re equity committee order (.6).
06/10/20	Margaret R. Alden	0.60	Draft, revise hearing deck (.5); correspond with J. Gordon re same (.1).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Hearings

Invoice Number: 1050032386  
Matter Number: 47223-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	Julia R. Foster	3.90	Review and revise June 11, 2020 Hearing Agenda (3.2); circulate objections re June 11, 2020 Hearing (.5); draft June 24, 2020 Hearing Agenda (.2).
06/11/20	Lucas W. Brown	3.00	Attend second day hearing.
06/11/20	Chris Ceresa	3.20	Attend hearing telephonically.
06/11/20	Rebecca Blake Chaikin	3.90	Present at store closing hearing (3.1); prepare for same (.8).
06/11/20	Alistair Fatheazam	2.30	Attend telephonically (partial) second day hearing.
06/11/20	Julia R. Foster	2.90	Attend and assist with telephonic June 11, 2020 hearing.
06/11/20	Julia R. Foster	2.90	Review and revise June 11, 2020 hearing agenda.
06/11/20	Jake William Gordon	3.30	Telephonically attend second day hearing.
06/11/20	Meghan E. Guzaitis	3.60	Attend hearing re pricing.
06/11/20	Nick Krislov	3.10	Telephonically attend second day hearing.
06/11/20	Christopher Marcus, P.C.	1.50	Telephonically attend second Day hearing.
06/11/20	Lekha Menon	2.50	Telephonically attend second day hearing.
06/11/20	Benjamin O'Connor	3.50	Attend second day hearing.
06/11/20	Kimberly Pageau	2.30	Prepare for and telephonically attend second day hearing.
06/11/20	Prentis Robinson	3.10	Telephonically attend second day hearing.
06/11/20	Nicholas Ruge	3.40	Attend hearing on rent deferral and store closings.
06/11/20	Michael B. Slade	3.30	Participate in second day hearing.
06/11/20	Josh Sussberg, P.C.	4.50	Review hearing presentation (.7); correspond with K&E team re same (.4); participate in hearing re 365(d)(3) and store closings (3.4).
06/11/20	Gregory Tsonis	3.50	Attend telephonic and video bankruptcy hearing.
06/11/20	Josh Urban	4.50	Setup up, operate, support and tear down equipment and video conferencing applications for bankruptcy hearing with M. Slade.
06/11/20	Lydia Yale	3.00	Attend June 11, 2020 hearing.
06/11/20	Aparna Yenamandra	1.00	Telephone conference with K&E team re hearing prep (.4); review business update slides re same (.6).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Hearings

Invoice Number: 1050032386  
Matter Number: 47223-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/20	Aparna Yenamandra	2.70	Review business update slides (.3); prepare for and attend second day hearing (2.4).
06/12/20	Julia R. Foster	1.40	Review and revise June 24, 2020 Hearing Agenda (.4); review and revise July 1, 2020 Hearing Agenda (.6); draft June 24, 2020 witness/exhibit list (.4).
06/15/20	Julia R. Foster	0.90	Draft July 10, 2020 Hearing Agenda (.4); review and revise July 1, 2020 Hearing Agenda (.5).
06/15/20	Josh Urban	0.30	Test and confirm video connection in Join.Me for Robb McWilliams for M. Slade.
06/16/20	Lucas W. Brown	0.70	Attend settlement hearing.
06/16/20	Julia R. Foster	0.70	Assist with June 16, 2020 hearing.
06/16/20	Julia R. Foster	0.10	Open conference line re June 16, 2020 Hearing.
06/16/20	Jake William Gordon	0.90	Telephonically attend Nike hearing.
06/16/20	Meghan E. Guzaitis	1.50	Telephonically attend Nike court hearing.
06/16/20	Nick Krislov	0.70	Prepare for and telephonically attend the 9019 motion hearing.
06/16/20	Lekha Menon	0.50	Telephonically attend Nike 9019 hearing.
06/16/20	Benjamin O'Connor	0.80	Plan and prepare for hearing re trade agreement with Nike (.3); telephonically attend same (.5).
06/16/20	Kimberly Pageau	0.50	Telephonically attend hearing on Nike settlement.
06/16/20	Prentis Robinson	0.80	Telephonically attend hearing re Nike settlement agreement.
06/16/20	Nicholas Ruge	0.50	Attend hearing on Nike.
06/16/20	Michael B. Slade	1.90	Prepare for and attend hearing.
06/16/20	Gregory Tsonis	0.70	Attend video conference hearing.
06/16/20	Abbey Zuech	0.50	Attend virtual hearing re Nike 9019.
06/17/20	Margaret R. Alden	1.80	Correspond with J. Gordon, K&E team re hearing deck preparation (.5); research re same (.3); draft, revise same (1.0).
06/18/20	Margaret R. Alden	0.20	Revise hearing deck (.1); correspond with J. Gordon re same (.1).
06/19/20	Margaret R. Alden	0.20	Draft, revise hearing deck (.1); correspond with K&E team re same (.1).
06/19/20	Jake William Gordon	0.40	Prepare slides for hearing.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Hearings

Invoice Number: 1050032386  
Matter Number: 47223-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/20	Margaret R. Alden	1.10	Correspond with J. Gordon, A. Yenamandra re hearing deck (.2); draft, revise same (.9).
06/22/20	Julia R. Foster	0.50	Review and revise June 24, 2020 Hearing Agenda (.2); review and revise July 1, 2020 Hearing Agenda (.3).
06/22/20	Aparna Yenamandra	0.50	Revise business update slides for hearing (.5).
06/23/20	Margaret R. Alden	0.80	Draft, revise hearing deck (.4); correspond with K&E team re same (.2); correspond with Alix team re same (.2).
06/23/20	Julia R. Foster	0.80	Review and revise June 24, 2020 Hearing Agenda (.4); review and revise July 1, 2020 Hearing Agenda (.4).
06/23/20	Jake William Gordon	1.20	Prepare presentation for hearings.
06/23/20	Aparna Yenamandra	0.60	Revise business update slides for hearing.
06/24/20	Julia R. Foster	0.50	Review and revise July 1, 2020 Hearing Agenda (.3); review and revise July 8, 2020 Hearing Agenda (.2).
06/24/20	Marjorie Melicharek	1.50	Identify hearing materials re lift stays for attorney review.
06/24/20	Gregory Tsonis	2.60	Prepare for and attend telephone conference hearing re Wisconsin litigation.
06/25/20	Julia R. Foster	0.60	Review and revise July 1, 2020 hearing agenda.
06/26/20	Julia R. Foster	0.60	Prepare materials for July 1, 2020 Hearing.
06/26/20	Marjorie Melicharek	1.40	Prepare hearing materials for attorney review.
06/28/20	Margaret R. Alden	0.70	Draft, revise hearing deck (.5); correspond with J. Gordon re same (.2).
06/28/20	Julia R. Foster	0.80	Review and revise July 1, 2020 Witness and Exhibit List (.6); compile filing versions of First Day Motions (.20).
06/29/20	Margaret R. Alden	1.00	Revise hearing deck (.7); correspond with J. Gordon, L. Huynh re same (.3).
06/29/20	Julia R. Foster	0.40	Review and revise July 1, 2020 Hearing Agenda.
06/29/20	Jake William Gordon	1.60	Review, analyze hearing presentation.
06/29/20	Marjorie Melicharek	2.30	Prepare exhibits for attorney review.
06/29/20	Marjorie Melicharek	1.80	Review exhibit and witness list for edits.
06/29/20	Josh Urban	0.30	Test and confirm video connection in Join.Me for M. Esser.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Hearings

Invoice Number: 1050032386  
Matter Number: 47223-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Margaret R. Alden	3.10	Correspond with B. Riley, K&E team, J. Sussberg re hearing deck (1.0); draft, revise same (2.1).
06/30/20	Marjorie Melicharek	1.20	Prepare hearing materials for attorney review.
06/30/20	Benjamin O'Connor	0.30	Review and analyze documents in virtual data rooms to develop summary of documents provided to lenders and Committee for status hearing with court.
06/30/20	Josh Urban	0.20	Test and confirm video connection in Join.Me for C. Tempke for M. Esser.
06/30/20	Aparna Yenamandra	1.40	Correspond with K&E team re business update slides (.3); review and revise same (.5); telephone conference with M. Weitz re same (.6).
<b>Total</b>		<b>460.60</b>	



**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032387**

**Client Matter: 47223-22**

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**In the Matter of Expenses**

For expenses incurred through June 30, 2020  
(see attached Description of Expenses for detail)

\$ 75,446.32

Total expenses incurred

\$ 75,446.32

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Expenses

Invoice Number: 1050032387  
Matter Number: 47223-22

**Description of Expenses**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Third Party Telephone Charges	2,274.76
Standard Copies or Prints	2,667.20
Binding	6.30
Tabs/Indexes/Dividers	21.71
Color Copies or Prints	3,328.60
File Conversion	86.70
OCR Only	410.61
4" Binders	52.00
Outside Messenger Services	375.21
Other Travel Expenses	2,344.15
Court Reporter Fee/Deposition	4,090.35
Other Court Costs and Fees	1.00
Outside Printing Services	5,753.15
Outside Copy/Binding Services	545.27
Working Meals/K&E Only	295.28
Catering Expenses	276.00
Outside Retrieval Service	14,880.30
Computer Database Research	3,919.66
Westlaw Research	8,746.83
LexisNexis Research	3,812.41
Overtime Transportation	13.50
Document Services Overtime	2,694.81
Miscellaneous Office Expenses	17,975.30
Overnight Delivery - Hard	143.82
Computer Database Research - Soft	731.40
<b>Total</b>	<b>\$ 75,446.32</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Expenses

Invoice Number: 1050032387  
Matter Number: 47223-22

**Description of Expenses**

**Third Party Telephone Charges**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference with client and outside counsel.	8.20
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	0.61
05/31/20	Intrado Enterprise Collaboration Inc - conference calls	4.90
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	3.16
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference Calls	4.75
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conferencing - N. Ruge	4.92
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference Services	0.02
05/31/20	Intrado Enterprise Collaboration Inc - May Conference Calls	10.31
05/31/20	Intrado Enterprise Collaboration Inc - teleconference	166.70
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference Services	0.01
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference Services	92.34
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	1.81
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	1.93
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conferencing service	24.29
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	16.17
05/31/20	Intrado Enterprise Collaboration Inc - Call with Alix team re diligence request lists and diligence process	3.08
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference	1.93
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference with client and outside counsel.	6.47
05/31/20	Intrado Enterprise Collaboration Inc - Conference calls	0.93
05/31/20	Intrado Enterprise Collaboration Inc - teleconference	1.71
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference charges.	5.84
05/31/20	Intrado Enterprise Collaboration Inc - Conf call re case status	1.83
05/31/20	Intrado Enterprise Collaboration Inc - May conference call charges	0.39
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	3.67
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference services	5.90
05/31/20	Intrado Enterprise Collaboration Inc - Conference Calls	5.13

Legal Services for the Period Ending June 30, 2020

Invoice Number:

1050032387

J.C. Penney Company, Inc.

Matter Number:

47223-22

Expenses

05/31/20	Intrado Enterprise Collaboration Inc - March-May 2020 Teleconferences	110.21
05/31/20	Intrado Enterprise Collaboration Inc - May 2020 Teleconference Expenses	1.41
05/31/20	Intrado Enterprise Collaboration Inc - May 2020 Teleconference Expenses	2.43
05/31/20	Intrado Enterprise Collaboration Inc - May 2020 Teleconference Expenses	1.07
05/31/20	Intrado Enterprise Collaboration Inc - May 2020 Teleconference Expenses	3.81
05/31/20	Intrado Enterprise Collaboration Inc - May 2020 Teleconference Expenses	0.35
05/31/20	Intrado Enterprise Collaboration Inc - May 2020 Teleconference Expenses	6.89
05/31/20	Intrado Enterprise Collaboration Inc - May 2020 Teleconference Expenses	0.39
05/31/20	Intrado Enterprise Collaboration Inc - May 2020 Teleconference Expenses	0.58
05/31/20	Intrado Enterprise Collaboration Inc - May 2020 Teleconference Expenses	2.47
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	2.97
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	1.29
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	1.59
05/31/20	Intrado Enterprise Collaboration Inc - May 2020 Teleconference Expenses	0.85
05/31/20	Intrado Enterprise Collaboration Inc - May 2020 Teleconference Expenses	1.25
05/31/20	Intrado Enterprise Collaboration Inc - May 2020 Teleconference Expenses	3.83
05/31/20	Intrado Enterprise Collaboration Inc - May 2020 Teleconference Expenses	2.61
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference services for May 2020	6.11
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference 5-5-20	1.88
05/31/20	Intrado Enterprise Collaboration Inc - Teleconferences	1.66
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	19.37
05/31/20	Intrado Enterprise Collaboration Inc - teleconference by Sophia Hudson	0.96
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference calls.	3.54
05/31/20	Intrado Enterprise Collaboration Inc - conf calls and taxes	43.37
05/31/20	Intrado Enterprise Collaboration Inc - Conference calls	84.92

Legal Services for the Period Ending June 30, 2020

Invoice Number:

1050032387

J.C. Penney Company, Inc.

Matter Number:

47223-22

Expenses

05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference	25.87
05/31/20	Intrado Enterprise Collaboration Inc - Phone conferences with corporate team re status and issues and real estate leases.	1.15
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conferences regarding J.C. Penney.	114.34
05/31/20	Intrado Enterprise Collaboration Inc - teleconference	147.72
05/31/20	Intrado Enterprise Collaboration Inc - G Tsonis telephone conference May 2020	2.59
05/31/20	Intrado Enterprise Collaboration Inc - May invoice	10.12
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference services for May 2020	1.67
05/31/20	Intrado Enterprise Collaboration Inc - Conference calls - May 2020	8.36
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference.	6.51
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	4.03
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference charges for May - Logan Weissler.	68.42
06/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	5.54
06/30/20	Intrado Enterprise Collaboration Inc - Telephone conference services	0.89
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference	2.39
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference	4.85
06/30/20	Intrado Enterprise Collaboration Inc - Telephone conference with clients and outside counsel.	2.36
06/30/20	Intrado Enterprise Collaboration Inc - Conf. re case status	15.10
06/30/20	Intrado Enterprise Collaboration Inc - Telephone conference charges for June - Logan Weissler.	5.42
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference	2.65
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference(s).	3.19
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference(s).	0.81
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference(s).	3.17
06/30/20	Intrado Enterprise Collaboration Inc - Telephone conference	28.32
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference services for June 2020	12.26
06/30/20	Intrado Enterprise Collaboration Inc - Conference calls.	1.53
06/30/20	Intrado Enterprise Collaboration Inc - Conference calls - June 2020	67.26
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference Calls	0.02
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference	9.25
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference	5.17
06/30/20	Intrado Enterprise Collaboration Inc - conference calls and taxes	12.80

Legal Services for the Period Ending June 30, 2020

Invoice Number:

1050032387

J.C. Penney Company, Inc.

Matter Number:

47223-22

Expenses

06/30/20	Intrado Enterprise Collaboration Inc - teleconference	24.09
06/30/20	Intrado Enterprise Collaboration Inc - conference calls and taxes	2.29
06/30/20	Intrado Enterprise Collaboration Inc - June 2020 Teleconference Expenses	28.74
06/30/20	Intrado Enterprise Collaboration Inc - June 2020 Teleconference Expenses	2.86
06/30/20	Intrado Enterprise Collaboration Inc - June 2020 Teleconference Expenses	8.34
06/30/20	Intrado Enterprise Collaboration Inc - June 2020 Teleconference Expenses	8.22
06/30/20	Intrado Enterprise Collaboration Inc - June 2020 Teleconference Expenses	4.63
06/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	36.91
06/30/20	Intrado Enterprise Collaboration Inc - conference calls	5.59
06/30/20	Intrado Enterprise Collaboration Inc - Telephone conferences regarding J.C. Penney Company, Inc.	25.19
06/30/20	Intrado Enterprise Collaboration Inc - June Teleconference Invoice	1.00
06/30/20	Intrado Enterprise Collaboration Inc - Conference Calls	6.36
06/30/20	Intrado Enterprise Collaboration Inc - conference calls and taxes	10.38
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference	2.92
06/30/20	Intrado Enterprise Collaboration Inc - teleconference	26.01
06/30/20	Intrado Enterprise Collaboration Inc - Conference calls	15.73
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference	3.68
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference	0.23
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference	1.35
06/30/20	Intrado Enterprise Collaboration Inc - Conference calling.	2.12
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference.	6.80
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference services for June 2020	18.87
06/30/20	Intrado Enterprise Collaboration Inc - G Tsonis telephone conference June 2020	1.95
06/30/20	Intrado Enterprise Collaboration Inc - Telephone conference	0.99
06/30/20	Intrado Enterprise Collaboration Inc - Telephone conferencing - N. Ruge	2.15
06/30/20	Intrado Enterprise Collaboration Inc - Conference Calls	585.29
06/30/20	Intrado Enterprise Collaboration Inc - teleconference	152.27
06/30/20	Intrado Enterprise Collaboration Inc - Conference call	0.33
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference	18.41

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06/30/20	Intrado Enterprise Collaboration Inc - Teleconference.	14.49
	<b>Total</b>	<b>2,274.76</b>



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**Standard Copies or Prints**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/16/20	Standard Copies or Prints	1.28
05/20/20	Standard Copies or Prints	84.16
05/21/20	Standard Copies or Prints	161.44
05/21/20	Standard Copies or Prints	144.80
05/26/20	CH-10518	295.36
05/27/20	Standard Copies or Prints	691.20
05/29/20	Standard Copies or Prints	629.44
05/29/20	Standard Copies or Prints	16.48
05/29/20	Standard Copies or Prints	18.40
06/04/20	Standard Copies or Prints	185.92
06/09/20	Standard Copies or Prints	27.84
06/10/20	Standard Copies or Prints	4.32
06/11/20	Standard Copies or Prints	2.88
06/11/20	Standard Copies or Prints	43.04
06/19/20	Standard Copies or Prints	0.32
06/19/20	Standard Copies or Prints	108.80
06/26/20	Standard Copies or Prints	172.96
06/26/20	Standard Copies or Prints	6.56
06/30/20	Standard Copies or Prints	72.00
	<b>Total</b>	<b>2,667.20</b>

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**Binding**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/10/20	Binding	4.20
06/11/20	Binding	2.10
	<b>Total</b>	<b>6.30</b>

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**Tabs/Indexes/Dividers**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/16/20	Tabs/Indexes/Dividers	19.76
06/11/20	Tabs/Indexes/Dividers	1.95
	<b>Total</b>	<b>21.71</b>

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**Color Copies or Prints**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/16/20	Color Copies or Prints	2,378.20
05/20/20	Color Copies or Prints	1.10
05/21/20	Color Copies or Prints	7.15
05/29/20	Color Copies or Prints	11.55
05/29/20	Color Copies or Prints	7.70
06/04/20	Color Copies or Prints	45.65
06/10/20	Color Copies or Prints	570.90
06/11/20	Color Copies or Prints	278.85
06/11/20	Color Copies or Prints	2.20
06/26/20	Color Copies or Prints	13.20
06/26/20	Color Copies or Prints	9.90
06/30/20	Color Copies or Prints	2.20
	<b>Total</b>	<b>3,328.60</b>

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**File Conversion**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/22/20	File Conversion	7.41
05/26/20	File Conversion	66.06
06/30/20	File Conversion	13.23
	<b>Total</b>	<b>86.70</b>

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**OCR Only**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/22/20	OCR Only	39.81
05/22/20	OCR Only	66.81
05/26/20	OCR Only	66.06
06/01/20	OCR Only	71.43
06/15/20	OCR Only	102.03
06/30/20	OCR Only	64.47
	<b>Total</b>	<b>410.61</b>

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**4" Binders**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/16/20	4" Binders	52.00
	<b>Total</b>	<b>52.00</b>



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### **Outside Messenger Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/24/20	COMET MESSENGER SERVICE INC - 300 N LA SALLE to 55 E ERIE 05/21/2020	27.53
05/24/20	COMET MESSENGER SERVICE INC - 300 N LA SALLE to 55 E ERIE 05/21/2020	27.53
05/31/20	CROWN DELIVERY & LOGISTICS - Courier Deliveries	52.80
05/31/20	COMET MESSENGER SERVICE INC - 300 N LA SALLE to 55 E ERIE 05/27/2020	21.65
05/31/20	COMET MESSENGER SERVICE INC - 300 N LA SALLE to 55 E ERIE 05/26/2020	41.29
05/31/20	COMET MESSENGER SERVICE INC - 300 N LA SALLE to 303 E CRESCENT AVE 05/29/2020	49.28
06/07/20	CROWN DELIVERY & LOGISTICS - Courier Deliveries	39.00
06/14/20	COMET MESSENGER SERVICE INC - 300 N LA SALLE to 55 E ERIE 06/11/2020	18.32
06/14/20	COMET MESSENGER SERVICE INC - 300 N LA SALLE to 55 E ERIE 06/09/2020	18.32
06/21/20	COMET MESSENGER SERVICE INC - 300 N LA SALLE to 55 E ERIE 06/19/2020	18.32
06/27/20	SPECIAL DELIVERY SERVICE INC - Special Delivery Invoice - sent to M. Kalka	24.53
06/28/20	COMET MESSENGER SERVICE INC - 300 N LA SALLE to 55 E ERIE 06/23/2020	18.32
06/28/20	COMET MESSENGER SERVICE INC - 300 N LA SALLE to 55 E ERIE 06/26/2020	18.32
	<b>Total</b>	<b>375.21</b>

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**Other Travel Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/02/20	Michael B. Slade - Michael B. Slade, Meeting Room, Offsite deposition due to Chicago office closure. Meeting room rental & taxes & fees. 06/02/2020	588.10
06/07/20	Michael B. Slade - Michael B. Slade, Meeting Room, Offsite deposition due to downtown office closing. 06/07/2020	1,756.05
	<b>Total</b>	<b>2,344.15</b>

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**Court Reporter Fee/Deposition**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/27/20	ESCRIBERS LLC - Copy of Transcript of 5/26/20 hearing.	351.00
06/05/20	TSG REPORTING INC - Deposition of James A. Mesterharm	3,739.35
	<b>Total</b>	<b>4,090.35</b>

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**Other Court Costs and Fees**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/15/20	BMO DINERS CLUB - Saccdourt Crim Records - Document Acquisitions/Filing Fees - Meghan Guzaitis	1.00
	<b>Total</b>	<b>1.00</b>

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**Outside Printing Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/18/20	Inservio 3 LLC - Blowback printing, Binder, Technical Time	1,869.62
06/10/20	Inservio 3 LLC - Blowback Printing	3,883.53
	<b>Total</b>	<b>5,753.15</b>

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**Outside Copy/Binding Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/15/20	Pinnacle Reprographics-Digital LLC - Hearing Binder (TRO)	492.67
06/08/20	Mary Ann Wacker - Mary Ann Wacker, Copies, Back issues ordered from Dallas Morning News for Josh Sussberg - to be mailed to his home 06/08/2020	52.60
	<b>Total</b>	<b>545.27</b>

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**Working Meals/K&E Only**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/02/20	Michael B. Slade - Michael B. Slade, Hotel - Working Meal/K and E Only, Rosemont, IL Offsite deposition due to Chicago office closure. Beverages catering. Michael B. Slade, Yates French, Josh Urban 06/02/2020	109.00
06/02/20	Michael B. Slade - Michael B. Slade, Hotel - Working Meal/K and E Only, Rosemont, IL Offsite deposition due to Chicago office closure. Michael B. Slade, Yates French, Josh Urban 06/02/2020	95.88
06/07/20	Michael B. Slade - Michael B. Slade, Hotel - Working Meal/K and E Only, Rosemont, IL Offsite deposition due to downtown office closing. Michael B. Slade, Yates French, Josh Urban 06/07/2020	90.40
	<b>Total</b>	<b>295.28</b>



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**Catering Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/01/20	FLIK - JCP on 6/11/2020	90.00
06/01/20	FLIK - JCP on 6/11/2020	15.00
06/01/20	FLIK - JCP on 6/11/2020	33.00
06/01/20	FLIK - JCP on 6/11/2020	15.00
06/01/20	FLIK - JCP on 6/11/2020	33.00
06/01/20	FLIK - JCP on 6/11/2020	90.00
	<b>Total</b>	<b>276.00</b>

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**Outside Retrieval Service**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/20/20	CSC - Outside Retrieval Service	4,903.15
05/20/20	CSC - Outside Retrieval Service.	4,573.15
05/29/20	CSC - Outside Retrieval Service.	1,531.00
06/04/20	CT CORPORATION - Document Retrieval Services	300.00
06/04/20	CT CORPORATION - Document Retrieval Services	1,596.00
06/08/20	CT CORPORATION - Outside retrieval service fees.	300.00
06/08/20	CT CORPORATION - Outside retrieval service fees.	1,677.00
	<b>Total</b>	<b>14,880.30</b>

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### **Computer Database Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/01/20	CHEMICAL ABSTRACTS SERVICE - STN Usage for 05/2020	33.66
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/25/2020	22.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/27/2020	18.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/5/2020	538.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/9/2020	67.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/7/2020	16.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/26/2020	111.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/19/2020	332.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/20/2020	79.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/20/2020	141.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/20/2020	38.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/12/2020	88.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/9/2020	187.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/1/2020	39.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/9/2020	56.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/12/2020	97.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/9/2020	14.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/4/2020	13.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/31/2020	29.00

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06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/18/2020	69.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/10/2020	31.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/8/2020	308.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/6/2020	121.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/18/2020	41.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/30/2020	43.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/17/2020	5.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/11/2020	83.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/10/2020	79.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/19/2020	43.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/18/2020	69.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/15/2020	176.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/13/2020	16.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/13/2020	73.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/19/2020	139.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/21/2020	16.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/21/2020	46.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/21/2020	20.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/4/2020	68.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/29/2020	135.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/2/2020	20.00

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06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/31/2020	149.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/8/2020	150.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/13/2020	42.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/16/2020	8.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/8/2020	10.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/24/2020	11.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/12/2020	30.00
	<b>Total</b>	<b>3,919.66</b>

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### **Westlaw Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Chaikin, Rebecca on 5/17/2020	96.48
05/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menon, Lekha on 5/18/2020	87.55
05/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eggert, Mary B. on 5/18/2020	17.53
05/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Lucas on 5/19/2020	52.53
05/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 5/19/2020	59.75
05/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Robinson, Prentis on 5/19/2020	131.87
05/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eggert, Mary B. on 5/19/2020	17.53
05/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Robinson, Prentis on 5/20/2020	414.22
05/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Lucas on 5/20/2020	235.09
05/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 5/21/2020	218.93
05/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fronk, Casey R. on 5/21/2020	350.95
05/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 5/22/2020	94.77
05/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Robinson, Prentis on 5/22/2020	376.99
05/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Gordon, Jake William on 5/22/2020	245.41
05/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pageau, Kimberly Nicole on 5/22/2020	49.96
05/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 5/25/2020	134.93
05/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Gordon, Jake William on 5/26/2020	102.60

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05/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Robinson, Prentis on 5/26/2020	249.66
05/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 5/26/2020	24.12
05/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Robinson, Prentis on 5/27/2020	175.46
05/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fatheazam, Alistair on 5/27/2020	92.20
05/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Lucas on 5/27/2020	52.53
05/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hendrickson, Paul on 5/27/2020	14.95
05/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 5/27/2020	52.53
05/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by O'Connor, Benjamin on 5/28/2020	175.29
05/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Schweitzer, Lauren on 5/28/2020	185.45
05/29/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Schweitzer, Lauren on 5/29/2020	116.85
05/29/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Robinson, Prentis on 5/29/2020	187.46
05/29/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by O'Connor, Benjamin on 5/29/2020	35.06
05/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menon, Lekha on 5/30/2020	102.48
05/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by O'Connor, Benjamin on 5/30/2020	17.53
05/31/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menon, Lekha on 5/31/2020	35.02
05/31/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Gordon, Jake William on 5/31/2020	17.53
05/31/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Yenamandra, Apama on 5/31/2020	190.03

Legal Services for the Period Ending June 30, 2020

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J.C. Penney Company, Inc.

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47223-22

Expenses

06/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Robinson, Prentis on 6/1/2020	17.89
06/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hendrickson, Paul on 6/1/2020	76.38
06/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 6/1/2020	17.89
06/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Lucas on 6/1/2020	17.89
06/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/1/2020	35.81
06/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Taylor, Steven Brett on 6/2/2020	132.38
06/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Yenamandra, Apama on 6/2/2020	89.43
06/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Lucas on 6/3/2020	230.26
06/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Yenamandra, Apama on 6/3/2020	214.63
06/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menon, Lekha on 6/3/2020	375.59
06/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Gordon, Jake William on 6/3/2020	17.91
06/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Robinson, Prentis on 6/3/2020	501.67
06/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by O'Connor, Benjamin on 6/3/2020	214.87
06/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ruge, Nicholas on 6/3/2020	54.09
06/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menon, Lekha on 6/4/2020	35.77
06/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pageau, Kimberly Nicole on 6/5/2020	33.14
06/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Santaniello, Lisa on 6/5/2020	179.06
06/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Lucas on 6/5/2020	27.02



Legal Services for the Period Ending June 30, 2020

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J.C. Penney Company, Inc.

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06/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Lucas on 6/7/2020	99.43
06/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 6/7/2020	17.89
06/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by O'Connor, Benjamin on 6/7/2020	35.81
06/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Lucas on 6/8/2020	110.44
06/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 6/8/2020	68.91
06/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Robinson, Prentis on 6/8/2020	17.89
06/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pageau, Kimberly Nicole on 6/8/2020	17.89
06/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mitrani, Adine on 6/8/2020	33.14
06/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 6/9/2020	131.70
06/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pageau, Kimberly Nicole on 6/10/2020	155.72
06/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Alden, Margaret on 6/10/2020	155.72
06/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Robinson, Prentis on 6/10/2020	71.54
06/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 6/11/2020	76.30
06/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pageau, Kimberly Nicole on 6/11/2020	35.77
06/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/16/2020	93.41
06/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Lucas on 6/16/2020	29.14
06/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/17/2020	17.91
06/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ruge, Nicholas on 6/20/2020	79.38

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.

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06/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pageau, Kimberly Nicole on 6/24/2020	17.89
06/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Alden, Margaret on 6/24/2020	71.54
06/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/26/2020	563.22
06/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pageau, Kimberly Nicole on 6/26/2020	17.89
06/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/30/2020	145.38
	<b>Total</b>	<b>8,746.83</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Expenses

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**LexisNexis Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/18/20	LEXISNEXIS - LexisNexis Research on 5/18/2020 by Mary Eggert	254.72
05/19/20	LEXISNEXIS - LexisNexis Research on 5/19/2020 by Chris Ceresa	394.13
05/20/20	LEXISNEXIS - LexisNexis Research on 5/20/2020 by Chris Ceresa	208.52
05/21/20	LEXISNEXIS - LexisNexis Research on 5/21/2020 by Chris Ceresa	78.37
05/22/20	LEXISNEXIS - LexisNexis Research on 5/22/2020 by Chris Ceresa	78.37
05/24/20	LEXISNEXIS - LexisNexis Research on 5/24/2020 by Chris Ceresa	629.25
05/26/20	LEXISNEXIS - LexisNexis Research on 5/26/2020 by Chris Ceresa	51.77
05/27/20	LEXISNEXIS - LexisNexis Research on 5/27/2020 by Chris Ceresa	338.65
06/01/20	LEXISNEXIS - LexisNexis Research on 6/1/2020 by Kimberly Pageau	740.33
06/08/20	LEXISNEXIS - LexisNexis Research on 6/8/2020 by Chris Ceresa	89.96
06/09/20	LEXISNEXIS - LexisNexis Research on 6/9/2020 by Chris Ceresa	501.56
06/10/20	LEXISNEXIS - LexisNexis Research on 6/10/2020 by Chris Ceresa	89.96
06/11/20	LEXISNEXIS - LexisNexis Research on 6/11/2020 by Kimberly Pageau	356.82
	<b>Total</b>	<b>3,812.41</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Expenses

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**Overtime Transportation**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/16/20	Josh Urban - Josh Urban, Parking, 111 W Kinzie St. - Sterling Garage, Chicago, IL Parking for weekend hearing in Chicago office. 05/16/2020	13.50
	<b>Total</b>	<b>13.50</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Expenses

Invoice Number: 1050032387  
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### **Document Services Overtime**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/15/20	Create Adobe PDF, Excel Format/Clean Up. - Jessica Hylton	4.73
05/19/20	Revise/Update MS Excel. - Ok-Kyun Chung	110.94
05/19/20	Create Adobe PDF. - Cate Jackson	10.75
05/20/20	Word Format/Clean Up. - Alexandra Lifshin	21.50
05/20/20	Create Adobe PDF, OCR Adobe PDF. - Erika Herzog	35.69
05/23/20	Create Adobe PDF, OCR Adobe PDF. - Allison Miller	64.07
05/23/20	Cold Read Proofread, Revise/Update MS Word. - James Caulfield	93.74
05/23/20	Conversion Proofread, PDF to Word Convert Document. - Donna M. Desideri	175.87
05/23/20	Conversion Proofread, PDF to Word Convert Document. - Jessica Hylton	54.61
05/23/20	Create Adobe PDF, OCR Adobe PDF. - Tom Koscal	54.18
05/23/20	Conversion Proofread, PDF to Word Convert Document. - Michelle R. McCallop	38.70
05/23/20	Cold Read Proofread, Revise/Update MS Word. - Lindsay Fredin	31.82
05/23/20	Conversion Proofread, PDF to Word Convert Document. - Tom Koscal	30.53
05/24/20	Caulfield	58.48
05/24/20	Conversion Proofread, PDF to Word Convert Document. - Michelle R. McCallop	21.50
05/24/20	Conversion Proofread, PDF to Word Convert Document. - Jessica Hylton	10.75
05/24/20	Conversion Proofread, PDF to Word Convert Document. - James Caulfield	110.94
05/24/20	Revise/Update MS Word. - Lindsay Fredin	27.52
05/25/20	Excel Format/Clean Up. - Michelle R. McCallop	10.75
05/26/20	Revise/Update MS Excel. - Patricia Yu	19.78
05/27/20	Create MS Excel, Excel Change-Pro Compare. - Alexandra Lifshin	10.75
05/27/20	Revise/Update MS Excel. - Erika Herzog	33.11
05/27/20	Word Format/Clean Up. - Cate Jackson	10.75
05/27/20	Excel Change-Pro Compare. - Ok-Kyun Chung	10.75
05/27/20	Revise/Update MS Excel. - Neal Nguyen	17.20
05/28/20	PDF to Word Convert Document, Revise/Update MS Excel. - Wanda Roots	22.36
05/28/20	Help Desk Troubleshoot. - Alexandra Lifshin	13.76

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.

Invoice Number: 1050032387  
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05/29/20	Revise/Update MS Word, Word Format/Clean Up. - Sharon M. Malayter	16.34
05/31/20	Conversion Proofread, PDF to Word Convert Document, Word Format/Clean Up. - Bunmi Adeyeri	258.00
06/01/20	Revise/Update MS Excel. - Wanda Roots	45.15
06/01/20	Excel Change-Pro Compare. - Alexandra Lifshin	10.75
06/01/20	Conversion Proofread, PDF to Word Convert Document, Word Format/Clean Up. - James Caulfield	340.99
06/01/20	Conversion Proofread, PDF to Word Convert Document, Word Format/Clean Up. - Donna M. Desideri	116.96
06/01/20	Conversion Proofread, PDF to Word Convert Document, Word Format/Clean Up. - Wanda Roots	180.60
06/02/20	Revise/Update MS Word, Word Format/Clean Up. - Sharon M. Malayter	57.19
06/02/20	Conversion Proofread, PDF to Word Convert Document, Word Format/Clean Up. - Wanda Roots	38.70
06/05/20	Convert Document, Proofread. - Jen Gibertini	48.59
06/05/20	Convert Document, Proofread. - Sharon M. Malayter	109.65
06/08/20	Revise/Update MS Word. - Gabrielle Ruggiero	9.89
06/23/20	Export DMS, Zip Files. - Patricia Yu	134.59
06/24/20	Export DMS, Zip Files. - Wanda Roots	176.30
06/24/20	Export DMS, Zip Files. - Jacky Yeung	45.58
	<b>Total</b>	<b>2,694.81</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Expenses

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**Miscellaneous Office Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/16/20	Josh Urban - Josh Urban, Software, Purchased a "Pro" account to allow for hosting sessions with webcam streams, annotations tools and window sharing. Will be used in all upcoming bankruptcy hearings with the court. 05/16/2020	197.90
06/02/20	Michael B. Slade - Michael B. Slade, Hotel - Other, Offsite deposition due to Chicago office closure. Audio & Visual tech set up. 06/02/2020	672.00
06/18/20	Jake William Gordon - Jake William Gordon, Other, JCP Bankruptcy Notice - Miller Advertising Agency, Inc. 06/18/2020	17,105.40
	<b>Total</b>	<b>17,975.30</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Expenses

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Invoice Number: 1050032387  
Matter Number: 47223-22

**Overnight Delivery - Hard**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/25/20	FEDERAL EXPRESS - 770486041734	15.64
05/25/20	FEDERAL EXPRESS - 770516620327	15.64
06/08/20	FEDERAL EXPRESS - 770623566776	15.88
06/22/20	FEDERAL EXPRESS - FedEx Invoice - sent to J. Sussberg	96.66
	<b>Total</b>	<b>143.82</b>



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Expenses

Invoice Number: 1050032387  
Matter Number: 47223-22

**Computer Database Research - Soft**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/01/20	PACER Usage for 06/2020	99.40
06/01/20	PACER Usage for 06/2020	3.00
06/01/20	PACER Usage for 06/2020	46.10
06/01/20	PACER Usage for 06/2020	12.10
06/01/20	PACER Usage for 06/2020	243.60
06/01/20	PACER Usage for 06/2020	20.80
06/01/20	PACER Usage for 06/2020	6.00
06/01/20	PACER Usage for 06/2020	3.00
06/01/20	PACER Usage for 06/2020	36.20
06/01/20	PACER Usage for 06/2020	261.20
	<b>Total</b>	<b>731.40</b>
<b>TOTAL EXPENSES</b>		<b>\$ 75,446.32</b>

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032388**

**Client Matter: 47223-23**

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**In the Matter of REIT - Property Analysis**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 828,384.00

Total legal services rendered

\$ 828,384.00

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Property Analysis

Invoice Number: 1050032388  
Matter Number: 47223-23

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
April B. Abrams	4.00	460.00	1,840.00
Margaret R. Alden	1.00	610.00	610.00
Taylor John Anthony	1.70	965.00	1,640.50
Kevin S. Beckoff	14.70	740.00	10,878.00
Mike Beinus, P.C.	12.80	1,745.00	22,336.00
Justin Bender	8.50	1,275.00	10,837.50
Scott A. Berger, P.C.	1.20	1,595.00	1,914.00
Jenn Betts	2.50	1,035.00	2,587.50
Jessica Bihl	33.20	845.00	28,054.00
Andres Cantero Jr.	39.30	845.00	33,208.50
Daniel Carlomany	48.20	610.00	29,402.00
Chris Ceresa	6.30	610.00	3,843.00
Rebecca Blake Chaikin	0.90	1,085.00	976.50
Daniel Cho	10.60	965.00	10,229.00
Jacob R. Clark	23.30	965.00	22,484.50
Lizbeth Cordova	35.50	610.00	21,655.00
Ian Craig	3.10	1,135.00	3,518.50
Allyson N. Dillon	14.80	610.00	9,028.00
Justin C. Elliott	1.20	1,195.00	1,434.00
Joshua Faulkner	6.50	1,165.00	7,572.50
Josh Fintel	0.90	740.00	666.00
Travis C. Fleming	4.00	1,275.00	5,100.00
Jake Flood	20.00	740.00	14,800.00
John Thomas Goldman	99.60	1,195.00	119,022.00
Vanessa Gomez	52.60	740.00	38,924.00
Jake William Gordon	0.60	845.00	507.00
Jae Ha	0.30	610.00	183.00
Joshua P. Hanna, P.C.	0.70	1,415.00	990.50
Walter S. Holzer, P.C.	2.20	1,465.00	3,223.00
Lanchi Huynh	14.50	1,305.00	18,922.50
Sohil Khurana	24.10	740.00	17,834.00
Talia Krause	29.30	610.00	17,873.00

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Property Analysis

Invoice Number: 1050032388  
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<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Aisha P. Lavinier	4.00	1,135.00	4,540.00
Will Lawley	34.70	845.00	29,321.50
David P. Liebowitz	3.90	445.00	1,735.50
Mark Steven Lipschultz	8.00	845.00	6,760.00
Mike Lowes	5.70	845.00	4,816.50
Christopher Marcus, P.C.	1.50	1,635.00	2,452.50
Tiffany T. Mason	47.40	740.00	35,076.00
Roberto S. Miceli	5.40	1,385.00	7,479.00
Tyler E. Neal	10.10	740.00	7,474.00
Tarah Lorraine Perkins	12.70	610.00	7,747.00
Daniel Perlman, P.C.	1.10	1,535.00	1,688.50
Callie Jones Poorman	3.00	845.00	2,535.00
Jeffrey S. Rheeling	31.80	1,385.00	44,043.00
Katie Roddy	6.50	1,085.00	7,052.50
Alexander Romano	17.40	610.00	10,614.00
Laurie Ruxton	3.30	445.00	1,468.50
Tana Ryan, P.C.	6.80	1,395.00	9,486.00
Jonathan A. Schechter, P.C.	24.40	1,525.00	37,210.00
Stephanie Goldkopf Scheer	0.50	740.00	370.00
Edward J. Schneidman, P.C.	16.50	1,595.00	26,317.50
Matthew A. Schroth	35.40	740.00	26,196.00
Kathryn Adele Scott	6.50	275.00	1,787.50
Anthony Vincenzo Sexton	0.20	1,265.00	253.00
Conrad Steele	9.50	1,085.00	10,307.50
Christopher Thomas, P.C.	0.50	1,215.00	607.50
Stephen G. Tomlinson, P.C.	22.00	1,535.00	33,770.00
Steve Toth	0.40	1,295.00	518.00
Logan Weissler	2.40	740.00	1,776.00
Aparna Yenamandra	0.60	1,165.00	699.00
Nancy Zambrana	5.40	845.00	4,563.00
Samuel Zaretsky	8.00	845.00	6,760.00
Eric Zhi	17.20	740.00	12,728.00
Victoria M. Zhou	12.50	1,085.00	13,562.50
Abbey Zuech	7.50	610.00	4,575.00
<b>TOTALS</b>	<b>890.90</b>		<b>\$ 828,384.00</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Property Analysis

Invoice Number: 1050032388  
Matter Number: 47223-23

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/15/20	April B. Abrams	4.00	Review data site and pull relevant documents for various real property sites.
05/15/20	Jacob R. Clark	4.20	Review correspondence from J. Goldman, K&E team and Company (2.1); draft real estate analysis summary (2.1).
05/15/20	John Thomas Goldman	6.00	Review and analyze landlord request presentation (1.5); coordinate and discuss diligence (1.0); review diligence templates (1.0); correspond and telephone conferences re real estate issues (2.5).
05/15/20	Sohil Khurana	0.50	Organize real property documents (.2); correspond with A. Dillon re same (.3).
05/15/20	Talia Krause	3.50	Organize materials for real estate diligence issues (2.5); review title, survey (1.0).
05/15/20	Jonathan A. Schechter, P.C.	0.50	Analyze real estate matters and related correspondence.
05/15/20	Matthew A. Schroth	1.50	Analyze due diligence review.
05/17/20	Scott A. Berger, P.C.	0.20	Miscellaneous correspondence (.1); follow-up re status on real estate spin-off (.1).
05/17/20	Sohil Khurana	1.00	Review real property documents (.7); organize relevant documents (.3).
05/17/20	Edward J. Schneidman, P.C.	1.00	Correspond with J. Betts and A. Lavinie re REIT corporate governance.
05/18/20	Mike Beinus, P.C.	0.70	Review REIT term sheet and related tax matters.
05/18/20	Lizbeth Cordova	6.00	Participate in conference with K&E team re real estate due diligence (2.0); prepare real estate due diligence charts (3.0); organize real estate due diligence for assigning (1.0).
05/18/20	Allyson N. Dillon	4.00	Correspond with K&E team re property diligence documents (.5); review, analyze correspondence re master real estate tracker (.1); revise same (.2); review existing property diligence documents (2.7); attend telephone conference with J. Goldman re real estate work streams (.5).
05/18/20	John Thomas Goldman	3.00	Telephone conferences re REIT strategy and process.
05/18/20	Walter S. Holzer, P.C.	0.20	Telephone conference with K&E team re REIT matters.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Property Analysis

Invoice Number: 1050032388  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/20	Talia Krause	6.60	Organize real estate due diligence material (3.9); review inventory title, survey documents (2.7).
05/18/20	Christopher Marcus, P.C.	1.00	Telephone conference re real estate issues.
05/18/20	Jonathan A. Schechter, P.C.	2.00	Review form PSA and lease amendment.
05/18/20	Matthew A. Schroth	9.00	Telephone conference re store liquidation process (.5); revise landlord term sheet (3.1); telephone conference with real estate advisors (.3); analyze due diligence review (3.9); telephone conference re real estate work stream coordination (.7); telephone conference re real estate due diligence (.5).
05/18/20	Kathryn Adele Scott	6.50	Prepare summary chart re leased properties (3.5); review, analyze relevant documents re same (2.2); correspond with A. Levy re same (.8).
05/19/20	Lizbeth Cordova	6.50	Participate in telephone conference with K&E team re real estate due diligence (1.5); organize lease review diligence (4.5); review existing title, survey and environmental reports (.5).
05/19/20	John Thomas Goldman	3.00	Telephone conferences with K&E team re REIT Structuring and coordination (2.0); correspond re REIT valuation process and related issues (1.0).
05/19/20	Sohil Khurana	0.70	Correspond re document review with L. Cordova (.2); review title and survey documents, save relevant documents to internal system for further review (.5).
05/19/20	Talia Krause	3.00	Coordinate and organize real estate due diligence material.
05/19/20	David P. Liebowitz	1.50	Download and review indexes (.7); download, review and rename title, survey and environmental reports (.5); revise tracker (.3).
05/19/20	Mike Lowes	1.00	Review and analyze real estate lease background materials.
05/19/20	Tana Ryan, P.C.	2.00	Telephone conferences re REIT matters (1.5); follow up re same (.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/19/20	Jonathan A. Schechter, P.C.	4.00	Telephone conference with Company and advisors re REIT spin and real estate items (1.0); telephone conference with 1L creditors re REIT spin and real estate items (1.0); telephone conferences re REIT spin and real estate matters (1.0); review, analyze RSA re same (1.0).
05/19/20	Edward J. Schneidman, P.C.	0.50	Correspond with J. Goldman, A. Lavinier and T. Ryan re real estate work streams and property analysis.
05/19/20	Matthew A. Schroth	7.00	Analyze due diligence review (3.9); prepare for and attend telephone conference with K&E team re landlord negotiation deck and REIT selection process (2.1); telephone conference with lenders re landlord negotiation deck and REIT selection process (1.0).
05/19/20	Christopher Thomas, P.C.	0.50	Telephone conference re REIT matters.
05/19/20	Nancy Zambrana	0.20	Correspond with K&E team re real estate diligence.
05/19/20	Eric Zhi	5.10	Retrieve and review ground lease and REA documents.
05/20/20	Kevin S. Beckoff	4.00	Review lease agreements and completion of lease review chart.
05/20/20	Lizbeth Cordova	1.00	Correspond with K&E team re real estate due diligence.
05/20/20	Ian Craig	1.80	Correspond re real estate diligence matters (.5); review diligence charts (.4); review changes to lease term sheet (.6); correspond re foregoing (.3).
05/20/20	Josh Fintel	0.50	Telephone conference with L. Cordova re ground lease review (.3); prepare chart re material terms of two ground lease sites (.2).
05/20/20	Jake Flood	5.50	Draft and revise lease review chart.
05/20/20	John Thomas Goldman	3.00	Telephone conferences re REIT structure and coordination (2.0); review tax related property info and valuation materials (1.0).
05/20/20	Vanessa Gomez	1.00	Review data site lease and REA documents for assigned lease property real estate review.
05/20/20	Jae Ha	0.30	Review schedule 4.13 re real estate.
05/20/20	Walter S. Holzer, P.C.	0.20	Telephone conference with K&E team re lease review.

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05/20/20	Talia Krause	2.00	Organize RE due diligence material (1.0); inventory title, survey documents (1.0).
05/20/20	Will Lawley	5.30	Review, analyze diligence re third party lease documents.
05/20/20	David P. Liebowitz	2.40	Access worksite and locate properties (.2); download and review indexes (1.0); download, review title, survey and environmental reports (.8); revise tracker (.4).
05/20/20	Mike Lowes	1.20	Review, analyze lease agreements.
05/20/20	Tiffany T. Mason	1.50	Review third party leases.
05/20/20	Laurie Ruxton	3.30	Review instructions re diligence review (.2); correspond with A. Dillon re scope of diligence review (.2); review data site (1.5); prepare chart of relevant documents for specific sites (1.4).
05/20/20	Matthew A. Schroth	5.80	Attend telephone conference with P. Foshee re ongoing real estate responsibilities (.5); attend telephone conference with J. Goldman re ongoing real estate responsibilities (.5); analyze due diligence review (3.8); revise lease amendment term sheet (.5); analyze key real estate milestones presentation (.5).
05/20/20	Anthony Vincenzo Sexton	0.20	Correspond with K&E team re REIT tax basis issues.
05/20/20	Conrad Steele	0.60	Correspond with K&E team re real estate lease review (.2); coordinate internal document management (.4).
05/20/20	Nancy Zambrana	0.30	Review, analyze real estate due diligence documents.
05/20/20	Samuel Zaretsky	6.00	Review and analyze lease.
05/20/20	Eric Zhi	5.70	Review, analyze and organize lease documents.
05/20/20	Abbey Zuech	7.50	Prepare board deck re real estate milestones and consent, consult rights.
05/21/20	Kevin S. Beckoff	3.50	Review, analyze real property ground leases and reciprocal easement agreements (2.8); revise, update summary chart re same (.7).
05/21/20	Jessica Bihl	1.00	Collect lease review documentation for review of certain stores.
05/21/20	Daniel Carlomany	4.50	Review and analyze lease documents (3.5); populate real estate summary chart (1.0).



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05/21/20	Daniel Cho	2.70	Review and analyze indenture of leases, ancillary documents and operating agreement.
05/21/20	Jacob R. Clark	1.30	Review correspondence re real estate issues (.3); draft and revise issues list of same (1.0).
05/21/20	Allyson N. Dillon	5.30	Correspond re property document diligence (.1) review existing property diligence documents (2.6); organize existing property diligence documents (2.6).
05/21/20	Josh Fintel	0.40	Correspond with L. Cordova and T. Krause re ground lease review (.3); prepare chart re material terms of two ground lease sites (.1).
05/21/20	Jake Flood	3.50	Draft and revise lease summary.
05/21/20	John Thomas Goldman	3.00	Review and revise work in process list (.9); telephone conferences re REIT process and coordination (2.1).
05/21/20	Vanessa Gomez	4.60	Review lease documents for store (3.4); draft summary of material lease terms for lease review chart (1.2).
05/21/20	Sohil Khurana	3.50	Prepare for and participate in telephone conferences with L. Cordova and A. Dillon re real property review (.5); review and analyze leases, REAs and related real property documents (2.0); draft summary re diligence findings re same (1.0).
05/21/20	Sohil Khurana	2.50	Review leases and REAs, declarations and restrictive covenant agreements re Company real property holdings (1.0); draft summary re use restrictions, operating covenants, financing restrictions and related prohibitions (1.5).
05/21/20	Sohil Khurana	1.50	Review and analyze title, survey and environmental documents re each store (1.0); retrieve relevant title and survey documents and inventory in document management system (.5).
05/21/20	Talia Krause	7.30	Correspond with L. Cordova, M. Schroth re organize real estate due diligence material (4.0); organize inventory title, survey documents (3.3).
05/21/20	Will Lawley	3.50	Review due diligence on third party leases.
05/21/20	Mike Lowes	1.60	Review and analyze lease agreements.
05/21/20	Tiffany T. Mason	6.00	Review and analyze third party leases (3.9); summarize same (2.1).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Callie Jones Poorman	3.00	Review and analyze owned property operating agreements.
05/21/20	Katie Roddy	1.00	Review and analyze REAs and related documents for owned real property (.5); prepare REA summary chart (.5).
05/21/20	Alexander Romano	4.00	Review and analyze terms of lease agreements and lease-related documents.
05/21/20	Stephanie Goldkopf Scheer	0.50	Review, analyze ground leases and prepare lease chart.
05/21/20	Matthew A. Schroth	5.50	Coordinate real estate due diligence process (1.5); conduct real estate due diligence review (4.0).
05/21/20	Conrad Steele	0.30	Review real estate lease summary.
05/21/20	Nancy Zambrana	0.30	Correspond with K&E team re real estate diligence.
05/21/20	Samuel Zaretsky	1.50	Review, analyze leases.
05/21/20	Victoria M. Zhou	4.50	Correspond with K&E team re REA review instruction (.7); review REA and summarize material provisions (3.8).
05/22/20	Kevin S. Beckoff	4.50	Review real property ground leases, reciprocal easement agreements and draft summary chart re same.
05/22/20	Jessica Bihl	10.80	Review, analyze and summarize lease documentation for store 838 (1.3); review and summarize lease documentation for store 852 (1.3); review and summarize lease documentation for store 870 (1.3); review and summarize lease documentation for store 881 (1.3); review and summarize lease documentation for store 882 (1.4); review and summarize lease documentation for store 890 (1.4); review and summarize lease documentation for store 899 (1.4); review and summarize lease documentation for store 902 (1.4).
05/22/20	Andres Cantero Jr.	3.50	Analyze construction, operation and reciprocal easement agreement.
05/22/20	Daniel Carlomany	6.20	Review and analyze lease documents (3.6); populate real estate tracker (1.7); file and organize lease documents (.9).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Daniel Cho	2.50	Review and analyze lease documents and amendments (1.8); review due diligence material on data site (.5); correspond with K&E team re due diligence review scope (.2).
05/22/20	Jacob R. Clark	2.10	Draft issue and response list re real estate issues.
05/22/20	Lizbeth Cordova	8.00	Review lease documents (3.0); analyze same (3.0); prepare summary re same (2.0).
05/22/20	Allyson N. Dillon	5.00	Correspond re document diligence (.3); review property diligence documents (2.1); organize property diligence documents (2.1); compile review property diligence documents into master tracker (.5).
05/22/20	Jake Flood	3.00	Draft and revise lease review chart.
05/22/20	John Thomas Goldman	2.00	Telephone conferences re coordination and REIT work streams.
05/22/20	Vanessa Gomez	4.00	Draft summary of material terms under lease review chart (1.5); review lease documents (1.1); draft summary of material terms under lease review chart (1.4).
05/22/20	Sohil Khurana	3.10	Review and analyze diligence materials re real property holdings (2.7); prepare for and participate in telephone conference with A. Dillon and K. Beckoff re ground leases (.4).
05/22/20	Sohil Khurana	1.40	Review and analyze title, survey and environmental documents re each store (.8); pull relevant title and survey documents and inventory in document management system (.6).
05/22/20	Sohil Khurana	0.80	Prepare for and participate in telephone conference with K. Beckoff re certain restrictive covenants and declarations affecting prohibited uses of Company's real property holdings (.3); review and analyze diligence materials re same (.5).
05/22/20	Sohil Khurana	3.10	Review and analyze leases, REAs and other restrictive covenants and declarations re Company's ground leased properties (2.8); prepare for and participate in telephone conference with M. Schroth re prohibitions on certain uses and financing restrictions re same (.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Sohil Khurana	3.00	Review diligence materials re Company's owned and ground leases properties (2.0); chart findings from diligence review (.8); prepare for and participate in telephone conference with L. Cordova re declarations and restrictive covenants encumbering certain properties (.2).
05/22/20	Talia Krause	2.00	Review and analyze leases.
05/22/20	Will Lawley	7.30	Review diligence re third party leases (3.6); analyze same (3.7).
05/22/20	Mark Steven Lipschultz	8.00	Review, analyze diligence re ground lease sites (3.9); draft summary chart (3.8); follow up re same (.3).
05/22/20	Mike Lowes	1.90	Review and summarize real estate leases.
05/22/20	Tiffany T. Mason	8.50	Review and analyze lease agreements.
05/22/20	Tyler E. Neal	3.30	Pull and organize lease documentation (1.5); organize and review lease documentation (1.8).
05/22/20	Alexander Romano	1.40	Draft summary re lease agreements and related documents.
05/22/20	Alexander Romano	4.00	Review and analyze terms of lease agreements and lease-related documents.
05/22/20	Alexander Romano	4.00	Draft summary re terms of lease agreements and lease-related documents.
05/22/20	Alexander Romano	4.00	Review and analyze terms of lease agreements and related documents.
05/22/20	Tana Ryan, P.C.	0.50	Telephone conference with K&E teams re status and process (.3); follow up re same (.2).
05/22/20	Jonathan A. Schechter, P.C.	2.50	Telephone conference with K&E team re REIT spin and market test (.5); attend RE telephone conference (.5); review, analyze REIT structured items (.5); review, analyze DIP agreement for real estate items (1.0).
05/22/20	Edward J. Schneidman, P.C.	0.50	Participate in telephone conference with K&E team re real estate transfers and REIT formation.
05/22/20	Nancy Zambrana	4.50	Review real estate due diligence documents (3.5); prepare summary chart re same (1.0).
05/22/20	Nancy Zambrana	0.10	Correspond with K&E team re real estate diligence.
05/22/20	Samuel Zaretsky	0.50	Review, analyze leases.
05/22/20	Eric Zhi	3.70	Organize and review lease documents.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Victoria M. Zhou	8.00	Review REA documents and summarize material provisions.
05/23/20	Jessica Bihl	4.80	Review and summarize all lease documentation for store 838 (.5); review and summarize all lease documentation for store 852 (.5); review and summarize all lease documentation for store 870 (.5); review and summarize all lease documentation for store 881 (.5); review and summarize all lease documentation for store 882 (.5); review and summarize all lease documentation for store 890 (.5); review and summarize all lease documentation for store 899 (.5); review and summarize all lease documentation for store 902 (1.3).
05/23/20	Andres Cantero Jr.	3.00	Analyze construction, operation and reciprocal easement agreement.
05/23/20	Daniel Carlomany	2.20	Review and analyze real estate documents (1.7); revise and populate real estate diligence chart (.5).
05/23/20	Daniel Cho	2.20	Review and analyze due diligence items and lease agreements.
05/23/20	Lizbeth Cordova	10.00	Review existing property diligence documents (3.0); prepare summary re same (2.0); review lease documents (3.0); prepare summary re same (2.0).
05/23/20	Ian Craig	1.10	Correspond re real estate assets and lease review (.5); correspond re landlord term sheets (.1); correspond re credit agreement (.5).
05/23/20	John Thomas Goldman	2.50	Telephone conference with advisors re coordination of RE work streams (1.0); correspond and telephone conferences re diligence and RE work streams (1.5).
05/23/20	Vanessa Gomez	4.30	Review lease documents for store 2399 (1.7); draft summary of material lease terms for the lease review chart re same (1.5); review lease documents for store 2414 (1.1).
05/23/20	Vanessa Gomez	4.70	Draft summary of material lease terms for store 2414 (1.2); review lease documents for store 2507 (1.8); draft summary of material lease terms for store 2507 (1.0); review lease documents for store 2522 (.7).
05/23/20	Eric Zhi	2.70	Review and analyze ground lease and REA.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/24/20	Andres Cantero Jr.	4.50	Analyze construction, operation and reciprocal easement agreement re Store #1590 (2.2); analyze construction, operation and reciprocal easement agreement re Store #1831 (2.3).
05/24/20	Daniel Carlomany	1.00	Review and analyze real estate documents (.7); update and revise real estate tracker (.3).
05/24/20	Daniel Cho	1.50	Review property index and lease agreements (.2); draft lease summary (1.3).
05/24/20	John Thomas Goldman	2.00	Telephone conferences re REIT process and coordination.
05/24/20	Vanessa Gomez	4.50	Draft summary of material lease terms re Store 2527 under lease review chart (1.0); review lease documents and reciprocal easement agreements re Store 2529 (2.2); draft summary of material lease terms re Store 2529 (1.3).
05/24/20	Vanessa Gomez	5.50	Review lease documents re Store 2522 (.6); draft summary of material lease terms re Store 2522 (1.5); review lease documents re Store 2524 (1.4); draft summary of material lease terms re Store 2524 (1.0); review lease documents re Store 2527 (1.0).
05/24/20	Sohil Khurana	3.00	Review and analyze diligence materials re Company's leasehold and owned properties (2.5); compile and organize title and survey documents (.5).
05/24/20	Tiffany T. Mason	6.00	Review and analyze lease agreements.
05/24/20	Jonathan A. Schechter, P.C.	0.30	Review, analyze REIT spin items and related correspondence.
05/24/20	Conrad Steele	3.30	Review lease documents re Store 130 (1.0); draft lease review chart re Store 130 (.5); review lease documents re Store 157 (1.3); draft lease review chart re Store 157 (.5).
05/25/20	Andres Cantero Jr.	9.30	Analyze construction, operation and reciprocal easement agreement for Store #1942 (2.0); analyze construction, operation and reciprocal easement agreement for Store #1951 (2.5); analyze construction, operation and reciprocal easement agreement for Store #2083 (1.8); analyze construction, operation and reciprocal easement agreement for Store #2108 (3.0).

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05/25/20	John Thomas Goldman	2.50	Telephone conference with K&E team re REIT precedent transactions (1.0); telephone conferences coordinating REIT process (1.5).
05/25/20	John Thomas Goldman	2.00	Telephone conferences re lease diligence questions and coordination.
05/25/20	Vanessa Gomez	3.40	Review reciprocal easement agreement terms (2.3); draft summary of material terms re same (1.1).
05/25/20	Katie Roddy	5.50	Review and analyze REAs and related documents re Company's owned real property (3.5); draft REA summary chart (2.0).
05/25/20	Conrad Steele	5.30	Review lease documents for Store 161 (1.1); complete lease review chart for Store 161 (.4); review lease documents for Store 171 (1.2); complete lease review chart for Store 171 (.6); review lease documents for Store 220 (1.4); complete lease review chart for Store 220 (.6).
05/26/20	Jessica Bihl	4.00	Review and analyze lease documentation for stores (2.9); draft summary re same (1.1).
05/26/20	Daniel Carlomany	1.20	Review and analyze real estate documents.
05/26/20	John Thomas Goldman	5.00	Review and analyze diligence summaries (1.5); telephone conferences with advisor teams re process re same (.8); coordinate same (.7); review and analyze lease portfolio operations issues (2.0).
05/26/20	Vanessa Gomez	3.10	Review reciprocal easement agreement documents (1.9); draft summary of material terms re same (1.2).
05/26/20	Joshua P. Hanna, P.C.	0.70	Correspond with K&E team re real estate lease and conveyancing strategy.
05/26/20	Christopher Marcus, P.C.	0.50	Telephone conference with Lazard re leases.
05/26/20	Tiffany T. Mason	10.20	Review and analyze leases.
05/26/20	Daniel Perlman, P.C.	1.10	Analyze real estate strategies.
05/26/20	Jonathan A. Schechter, P.C.	2.50	Telephone conference with Millbank re REIT (.4); review, analyze diligence and REIT precedent materials (2.1).
05/26/20	Jonathan A. Schechter, P.C.	1.00	Telephone conference with K&E team re real estate due diligence.
05/26/20	Edward J. Schneidman, P.C.	1.00	Telephone conference re coordination re structure matters (.5); review Opco-Propco emergence framework (.5).



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05/26/20	Steve Toth	0.40	Telephone conference with Milbank and K&E team re corporate and REIT workstreams.
05/26/20	Aparna Yenamandra	0.60	Correspond with K&E team re PSA issues.
05/27/20	Jessica Bihl	2.00	Review, analyze lease documentation.
05/27/20	Daniel Carlomany	2.20	Review and analyze real estate documents (1.4); populate and update real estate tracker (.8).
05/27/20	Chris Ceresa	0.30	Telephone conference with Company and advisors re real estate work in process.
05/27/20	John Thomas Goldman	2.50	Telephone conferences re REIT Master Lease term sheet and lease process (1.5); review same (1.0).
05/27/20	John Thomas Goldman	1.10	Coordinate lease diligence.
05/27/20	Vanessa Gomez	2.80	Review lease documentation and reciprocal easement agreement (1.6); draft summary of material terms for reviewed lease documentation (1.2).
05/27/20	Tiffany T. Mason	4.00	Review leases.
05/27/20	Tyler E. Neal	2.70	Review and summarize leases.
05/27/20	Tarah Lorraine Perkins	4.50	Review leases (2.3); analyze same (2.2).
05/27/20	Jeffrey S. Rheeling	2.00	Review and analyze lease summaries re ground leased properties.
05/27/20	Jonathan A. Schechter, P.C.	1.50	Review, analyze real estate diligence queries and responses.
05/27/20	Stephen G. Tomlinson, P.C.	3.00	Review master lease background materials.
05/28/20	Scott A. Berger, P.C.	1.00	Telephone conference with J. Goldman re status and proposed action items (.5); follow-up discussion (.5).
05/28/20	Jessica Bihl	5.80	Review, analyze lease documentation (3.9); summarize same (1.9).
05/28/20	Andres Cantero Jr.	5.30	Analyze store documents (1.5); analyze store REA and ancillary documents (2.0); analyze store REA and ancillary documents (1.8).
05/28/20	Daniel Carlomany	1.50	Review and analyze Company's real estate documents (.9); populate real estate tracker (.6).
05/28/20	Jacob R. Clark	7.80	Review lease summaries (3.1); review easement summaries (1.2); draft comments to lease and easement summaries (2.8); correspond with K&E team re lease review (.7).



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05/28/20	Lizbeth Cordova	4.00	Review and analyze lease documents (2.0); draft summary re same (2.0).
05/28/20	Ian Craig	0.20	Review lease summary.
05/28/20	Allyson N. Dillon	0.50	Revise master real estate tracker.
05/28/20	Jake Flood	5.50	Draft lease review chart (1.6); revise same (3.9).
05/28/20	John Thomas Goldman	2.00	Telephone conference re master lease and term sheet (.9); telephone conference re property valuation and structure status (1.1).
05/28/20	Vanessa Gomez	3.40	Review lease documents and reciprocal easement agreements (2.4); draft summary of material terms for reviewed documents (1.0).
05/28/20	Talia Krause	4.90	Coordinate due diligence re owned and leased properties (1.0); review same (3.9).
05/28/20	Will Lawley	4.00	Review, analyze third party lease diligence.
05/28/20	Tiffany T. Mason	4.20	Review leases.
05/28/20	Tyler E. Neal	1.80	Review and summarize leases.
05/28/20	Tarah Lorraine Perkins	2.80	Review various leases and update lease review chart.
05/29/20	Margaret R. Alden	0.60	Research re appraisal engagement letter (.4); correspond with C. Ceresa, K&E team re same (.2).
05/29/20	Jessica Bihl	2.30	Review, analyze and summarize lease documentation for stores.
05/29/20	Andres Cantero Jr.	8.10	Review store #304's REA and ancillary documents (1.2); analyze store #334's REA and ancillary documents (1.3); analyze store #246's REA and ancillary documents (1.7); analyze #355's REA and ancillary documents (1.8); analyze store #424's REA and ancillary documents (1.0); review store #439's REA and ancillary documents (1.1).
05/29/20	Daniel Carlomany	4.00	Review and analyze Company's real estate documents (2.2); populate and revise real estate tracker (1.8).
05/29/20	Chris Ceresa	0.70	Research re engagement letter terms.
05/29/20	Jacob R. Clark	2.50	Review and update lease summaries.
05/29/20	Jake Flood	2.50	Draft and revise lease review chart.
05/29/20	John Thomas Goldman	2.00	Telephone conference with real estate task force re deal property issues (1.0); coordinate diligence review (1.0).

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05/29/20	Vanessa Gomez	5.60	Review lease documents and reciprocal easement agreements(1.7); draft summary of material terms for reviewed documents re same (.8); review lease documents and reciprocal easement agreements (2.1); draft summary of material terms for reviewed documents re same (1.0).
05/29/20	Will Lawley	6.30	Review third party lease review (3.3); analyze same (3.0).
05/29/20	Tiffany T. Mason	7.00	Review and analyze leases (3.1); summarize same (3.2); correspond with K&E team re same (.7).
05/29/20	Tyler E. Neal	2.30	Review and summarize leases.
05/29/20	Tarah Lorraine Perkins	2.80	Review leases and update lease review chart.
05/29/20	Jeffrey S. Rheeling	1.50	Review lease summaries.
05/29/20	Edward J. Schneidman, P.C.	0.30	Participate in telephone conference with T. Ryan, J. Betts, A. Lavinier and J. Goldman re real estate matters.
05/29/20	Matthew A. Schroth	2.70	Revise lease term sheets (1.3); revise form of lease amendment (1.4).
05/29/20	Stephen G. Tomlinson, P.C.	1.00	Telephone conferences with S. Zaretsky and review MGM and Caesars precedents.
05/30/20	Margaret R. Alden	0.40	Review, analyze markup to appraiser engagement letter (.2); correspond with C. Ceresa re same (.2).
05/30/20	Jessica Bihl	2.50	Review, analyze and summarize lease documentation for stores.
05/30/20	Andres Cantero Jr.	5.60	Review Store # 439's REA and ancillary documents (1.2); analyze Store #466's REA and ancillary documents (2.2); analyze Store #478's REA and ancillary documents (2.2).
05/30/20	Chris Ceresa	0.70	Revise engagement letter for appraisals (.4); draft response to inquiry (.3).
05/30/20	Jacob R. Clark	3.30	Review and update lease summaries.
05/30/20	Vanessa Gomez	5.70	Review lease documents and reciprocal easement agreements for store (1.8); draft summary of material terms re same (1.0); review lease documents and reciprocal easement agreements for store 933 (2.0); draft summary of material terms re same (.9).
05/31/20	Jacob R. Clark	2.10	Review and update lease summaries.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Property Analysis

Invoice Number: 1050032388  
Matter Number: 47223-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/20	John Thomas Goldman	1.00	Review and analyze diligence summaries and comments.
05/31/20	Will Lawley	0.20	Review feedback from real estate on third party lease review against tracker.
05/31/20	Tarah Lorraine Perkins	2.60	Compile leases.
06/01/20	Chris Ceresa	0.80	Correspond with K&E team re property appraisal engagement letter (.3); telephone conference re real estate work in process (.5).
06/01/20	John Thomas Goldman	1.00	Discuss REIT mater lease/term sheet.
06/01/20	Edward J. Schneidman, P.C.	0.70	Review communication from Lazard team on REIT analysis (.2); review process letter for market test from Lazard (.5).
06/01/20	Stephen G. Tomlinson, P.C.	0.50	Analyze issues re precedent review.
06/02/20	John Thomas Goldman	2.50	Telephone conference re REIT model (1.0); review and revise owned property optimization plan (1.5).
06/02/20	Jonathan A. Schechter, P.C.	0.50	Analyze master lease items.
06/03/20	Chris Ceresa	0.50	Review and analyze engagement letter re appraisals (.4); correspond with K&E team re same (.1).
06/03/20	Stephen G. Tomlinson, P.C.	1.00	Telephone conference with S. Zaretsky and T. Krause re term sheet comments.
06/04/20	John Thomas Goldman	2.00	Telephone conference re REIT process and optimization plan (1.0); review and discuss REIT model (1.0).
06/04/20	John Thomas Goldman	2.00	Review lease diligence (1.0); telephone conference with K&E team re same (1.0).
06/04/20	Stephen G. Tomlinson, P.C.	1.00	Review lease re termination, re capture, re development.
06/05/20	Chris Ceresa	0.90	Revise sale document recitals.
06/05/20	John Thomas Goldman	1.00	Review and discuss REIT plan.
06/05/20	John Thomas Goldman	2.00	Review lease diligence and correspond re same.
06/05/20	Jonathan A. Schechter, P.C.	0.50	Telephone conference re real estate and corporate issues.
06/05/20	Edward J. Schneidman, P.C.	0.70	Participate in telephone conference with K&E teams re REIT set up (.2); review draft of real estate optimization prepared by advisors (.5).
06/05/20	Stephen G. Tomlinson, P.C.	1.00	Complete review of precedent and comment on term sheet re same.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Property Analysis

Invoice Number: 1050032388  
Matter Number: 47223-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/20	John Thomas Goldman	2.00	Review and correspond re REIT model (1.0); correspond with K&E team re REIT status and next steps (1.0).
06/06/20	John Thomas Goldman	1.50	Correspond with task force re valuation and engagement process.
06/08/20	Mike Beinus, P.C.	1.20	Review and analysis re real estate matters (.6); related analysis (.3); telephone conference with Company and KPMG (.3).
06/08/20	Daniel Carlomany	1.00	Review and analyze real estate documents (.6); revise real estate diligence tracker (.4).
06/08/20	John Thomas Goldman	4.00	Review and coordinate appraisal engagement letter (2.0); correspond and telephone conferences re landlord issues (1.0); review and discuss lease renegotiation status and summary (1.0).
06/08/20	Walter S. Holzer, P.C.	0.40	Correspond with K&E team re REIT and potential sale matters and related transactions and key dates re same.
06/08/20	Jeffrey S. Rheeling	3.50	Review lease review summaries.
06/09/20	John Thomas Goldman	2.00	Telephone conferences and correspond re potential REIT properties.
06/10/20	Daniel Cho	0.50	Review leases (.4); correspond with K&E team re lease review requirements (.1).
06/10/20	John Thomas Goldman	2.00	Coordinate diligence status and process and telephone conference re same.
06/10/20	Jeffrey S. Rheeling	2.00	Review lease summaries.
06/11/20	Daniel Carlomany	1.70	Review and analyze real estate documents (.9); populate and revise real estate diligence tracker (.8).
06/11/20	Jonathan A. Schechter, P.C.	0.50	Telephone conference with Milbank re real estate items.
06/12/20	Daniel Carlomany	2.20	Review and analyze Company real estate documents (1.2); populate and update real estate tracker (1.0).
06/12/20	Jonathan A. Schechter, P.C.	0.50	Telephone conference with K&E team re REIT and other items.
06/12/20	Jonathan A. Schechter, P.C.	1.00	Analyze to real estate due diligence items, related correspondence (.5); analyze rent payment default correspondence and related items (.5).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Property Analysis

Invoice Number: 1050032388  
Matter Number: 47223-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/20	Edward J. Schneidman, P.C.	0.30	Participate in telephone conference with K&E teams re real estate and Propco-Opco structure.
06/14/20	Kevin S. Beckoff	0.70	Attention to Ground Lease Estoppel Provisions.
06/14/20	John Thomas Goldman	1.00	Correspond re REIT tax issues and structure.
06/15/20	Daniel Carlomany	3.20	Review and analyze Company real estate documents (2.0); populate and update real estate diligence chart (1.2).
06/15/20	John Thomas Goldman	2.00	Coordinate lease diligence and assignment documentation (1.5); telephone conference with K&E team re same (.5).
06/16/20	Daniel Carlomany	2.20	Analyze and review Company real estate documents (1.2); update and populate real estate diligence tracker (1.0).
06/17/20	Daniel Carlomany	2.20	Review and analyze Company real estate documents (1.2); populate and draft real estate diligence tracker (1.0).
06/17/20	Jeffrey S. Rheeling	3.50	Review ground lease summaries.
06/18/20	Daniel Carlomany	2.00	Review and analyze Company real estate documents (1.4); populate and revise real estate diligence tracker (.6).
06/18/20	Chris Ceresa	0.50	Telephone conference with Company, advisors and K&E team re real estate issues.
06/18/20	Chris Ceresa	0.40	Telephone conference with Company, advisors, and K&E team including J. Goldman re real estate issues.
06/18/20	John Thomas Goldman	1.00	Telephone conference with Milbank re REIT status, consents and open issues.
06/18/20	Edward J. Schneidman, P.C.	0.50	Participate in telephone conference with Milbank and K&E team re real estate teams.
06/18/20	Stephen G. Tomlinson, P.C.	3.00	Review term sheet mark-up and related precedent.
06/19/20	Jeffrey S. Rheeling	2.50	Work on ground lease reviews.
06/19/20	Edward J. Schneidman, P.C.	0.50	Participate in telephone conference with K&E teams.
06/21/20	John Thomas Goldman	1.00	Review 1L REIT proposal.
06/22/20	Mike Beinus, P.C.	2.00	Review REIT matters.
06/22/20	Justin Bender	1.50	Review master lease term sheet (.7); telephone conference re same (.8).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Property Analysis

Invoice Number: 1050032388  
Matter Number: 47223-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/20	Daniel Carlomany	1.00	Review and analyze Company real estate documents (.8); update and populate real estate diligence tracker (.2).
06/22/20	John Thomas Goldman	2.00	Telephone conference re REIT process and next steps (.9); review 1L proposal (1.1).
06/22/20	Aisha P. Lavinier	4.00	Prepare REIT spinoff checklist and attention to related timelines and conferences re same.
06/22/20	Jeffrey S. Rheeling	4.20	Review of lease summaries.
06/22/20	Jonathan A. Schechter, P.C.	0.50	Telephone conference with K&E team re REIT next steps.
06/22/20	Edward J. Schneidman, P.C.	1.50	Review materials sent by Lazard re Propco property selection (.8); telephone conference with K&E team re Opco-Propco structure (.2); distribute document checklist and precedent formation tracker and tasks to set up REIT (.5).
06/22/20	Stephen G. Tomlinson, P.C.	2.00	Telephone conference re OpCo/PropCo split (.8); review comments to master lease term sheet (1.2).
06/23/20	Mike Beinus, P.C.	2.20	Review Propco/Opco (1.0); review REIT matters (.9); telephone conference re same (.3).
06/23/20	Jenn Betts	0.80	Meeting re REIT checklist (.5); prepare for meeting (.3).
06/23/20	Chris Ceresa	0.30	Telephone conference with Company, advisors and K&E team re real estate task force work in process.
06/23/20	Chris Ceresa	0.40	Update calendar for real estate related items in the next two weeks (.3); correspond with J. Gordon re same (.1).
06/23/20	John Thomas Goldman	2.00	Review 1L master lease term sheet.
06/23/20	John Thomas Goldman	4.00	Correspond with K&E team re lease amendment status and process (1.5); telephone conference with same re same (.5); telephone conference with H2 re overall plan (1.0); summarize same (1.0).
06/23/20	Walter S. Holzer, P.C.	0.80	Attend telephone conference re Opco/Propco structure (.5); review master lease (.3).
06/23/20	Will Lawley	4.90	Review and analyze transaction structuring re REIT checklist.
06/23/20	Roberto S. Miceli	1.20	Review reciprocal easement agreement and corresponding summary for Store #631.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Property Analysis

Invoice Number: 1050032388  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Jonathan A. Schechter, P.C.	0.50	Analyze issue re Opco/Propco structure.
06/23/20	Edward J. Schneidman, P.C.	2.50	Telephone conference with Lazard, DB, creditors and K&E team re PropCo issues (1.0); work with W. Cawley to prepare document checklist for PropCo set up (1.5).
06/23/20	Stephen G. Tomlinson, P.C.	2.50	Review master lease term sheet and related exhibits (1.3); telephone conference re master lease REIT structure (1.2).
06/24/20	Justin Bender	1.50	Review master lease term sheet (.7); telephone conference re same (.8).
06/24/20	Chris Ceresa	0.60	Update materials re work in process re real estate items.
06/24/20	John Thomas Goldman	3.00	Review and discuss REIT lease term sheets (2.0); discuss and review checklist and next steps (1.0).
06/24/20	Lanchi Huynh	2.60	Review and comment on REIT spin-off checklist.
06/24/20	Roberto S. Miceli	1.00	Review reciprocal easement agreement and corresponding summary for Store #634.
06/24/20	Jeffrey S. Rheeling	3.00	Review of lease summaries.
06/24/20	Jonathan A. Schechter, P.C.	0.50	Review Opco/Propco issues and related correspondence.
06/24/20	Edward J. Schneidman, P.C.	1.00	Review documents checklist re Opco-Propco.
06/24/20	Stephen G. Tomlinson, P.C.	1.50	Analyze initial comments on term sheet from 1L.
06/24/20	Logan Weissler	1.00	Review and revise REIT spin-off checklist (.4); conference with L. Huynh re same (.6).
06/25/20	Mike Beinus, P.C.	2.30	Review leases and checklist (1.3); review re REIT analysis (1.0).
06/25/20	Justin Bender	1.50	Review master lease term sheet (.9); telephone conference re same (.6).
06/25/20	Daniel Carlomany	4.20	Review and analyze Company real estate documents (2.2); revise real estate diligence tracker (2.0).
06/25/20	Chris Ceresa	0.20	Telephone conference with Company, advisors and R. Chaikin re real estate issues.
06/25/20	John Thomas Goldman	5.00	Discuss and coordinate master lease term sheet revisions and Company feedback (1.8); review and revise term sheet draft issues list chart (1.9); review updated strawman proposal (1.3).



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Property Analysis

Invoice Number: 1050032388  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/20	Roberto S. Miceli	2.20	Review reciprocal easement agreement and corresponding summary for Store #658 (1.0); review reciprocal easement agreement and corresponding summary for Store #699 (1.2).
06/25/20	Jeffrey S. Rheeling	3.20	Review of lease summaries.
06/25/20	Jonathan A. Schechter, P.C.	1.00	Attend telephone conference with K&E team (.5); attention to master lease items and related correspondence (.5).
06/25/20	Edward J. Schneidman, P.C.	2.00	Telephone conference with K&E team and Milbank re property selection process and structure issues.
06/25/20	Stephen G. Tomlinson, P.C.	2.00	Review and revise term sheet comparison (1.2); telephone conference re same (.8).
06/26/20	Taylor John Anthony	0.90	Attend telephone conference with K&E team re potential REIT spinoff and SEC registration process (.5); review and analyze checklist in connection with same (.4).
06/26/20	Mike Beinus, P.C.	2.50	Review and analysis re lease matters (1.0); REIT checklist (.5); analyze structure and attention to model (1.0).
06/26/20	Justin Bender	2.50	Review master lease term sheet (1.5); telephone conference with J. Goldman and S. Tomlinson re same (1.0).
06/26/20	Daniel Carlomany	3.00	Review and analyze Company real estate documents (1.5); populate real estate diligence tracker (1.0); review and file relevant real estate documents (.5).
06/26/20	Justin C. Elliott	1.20	Correspond with K&E team (.3); review and comment on real estate diligence charts and review underlying documentation in connection therewith (.9).
06/26/20	John Thomas Goldman	6.00	Review and discuss lease term sheets and property, rent info (3.0); review and discuss checklist and next steps (1.0); telephone conference with Company to review REIT term sheet (2.0).
06/26/20	Lanchi Huynh	6.10	Review issues relating to REIT spin-off (3.0); analyze re same (2.6); conference with K&E team re REIT spin-off (.5).
06/26/20	Will Lawley	1.50	Review and revise checklist for REIT structuring (1.0); attend telephone conference with K&E team re listing requirements and considerations for REIT (.5).



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J.C. Penney Company, Inc.  
REIT - Property Analysis

Invoice Number: 1050032388  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/20	Roberto S. Miceli	1.00	Review reciprocal easement agreement and corresponding summary for Store #718.
06/26/20	Jeffrey S. Rheeling	2.70	Review of lease summaries.
06/26/20	Jonathan A. Schechter, P.C.	1.60	Attention to optimization strategies and correspondence re same (.8); attention to Opco/Propco and master lease items (.8).
06/26/20	Edward J. Schneidman, P.C.	2.00	Telephone conference with K&E team re coordination and OpCo-PropCo (.5); set-up checklist with K&E teams (.5); prepare additional section for checklist on operational tasks for REIT formation and distribution to K&E team (1.0).
06/26/20	Matthew A. Schroth	1.80	Attend telephone conference with K&E team re REIT model.
06/26/20	Stephen G. Tomlinson, P.C.	1.50	Review outline re negotiation framework for puts/calls/cap ex.
06/26/20	Stephen G. Tomlinson, P.C.	1.00	Telephone conferences re term sheet comparison and comments to same.
06/27/20	Daniel Carlomany	1.00	Review and analyze real estate documents (.5); file real estate documents (.5).
06/27/20	John Thomas Goldman	2.00	Review optimization plans.
06/27/20	Tana Ryan, P.C.	0.50	Review and comment on updated REIT checklist.
06/27/20	Matthew A. Schroth	0.30	Correspond with Company re REIT.
06/28/20	Travis C. Fleming	4.00	Review Lease summaries and prepare comments to same.
06/28/20	Matthew A. Schroth	1.80	Telephone conference re lease term sheet straw man.
06/29/20	Taylor John Anthony	0.80	Prepare for and attend telephone conference with K&E team re potential REIT spinoff transaction structure and timing.
06/29/20	Mike Beinus, P.C.	1.30	Telephone conference re REIT matters and related analysis (1.0); review re modeling (.3).
06/29/20	Justin Bender	1.50	Review master lease term sheet (.9); telephone conference re same (.6).
06/29/20	Jenn Betts	1.70	Conference with K&E team re REIT process (.5); conference with K&E team, Lazard, Alix, Milbank re REIT process and structure (.5); review and revise REIT process steps (.7).
06/29/20	Rebecca Blake Chaikin	0.90	Telephone conference re REIT with Company, lenders and advisors.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Property Analysis

Invoice Number: 1050032388  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/20	John Thomas Goldman	3.00	Review and discuss REIT term sheet and proposed comments/issues (2.0); discuss and review REIT plan with Corp and JCP team (1.0).
06/29/20	John Thomas Goldman	1.00	Correspond re diligence and lease amendments.
06/29/20	Jake William Gordon	0.60	Review REIT documents.
06/29/20	Walter S. Holzer, P.C.	0.60	Conference with K&E team, Lazard, Alix and Milbank re REIT structure and steps.
06/29/20	Lanchi Huynh	5.80	Review issues relating to REIT spin-off (1.3); review business plan draft and issues relating to same (3.9); conference with Milbank and K&E teams re REIT spin-off (.6).
06/29/20	Will Lawley	1.10	Attend telephone conference with K&E team and Lazard re REIT process (.5); attend K&E team telephone conference re REIT process and next steps (.6).
06/29/20	Jeffrey S. Rheeling	3.70	Review of lease summaries.
06/29/20	Tana Ryan, P.C.	3.80	Status telephone conference with Lazard (1.4); follow up re same (.9); REIT telephone conference with lenders and Milbank (.7); follow up re same (.8).
06/29/20	Jonathan A. Schechter, P.C.	1.50	Telephone conference with Lazard re Opco/Propco (.5); telephone conference with Milbank re Opco/Propco (.5); analyze master lease framework (.5).
06/29/20	Jonathan A. Schechter, P.C.	0.50	Review real estate DD items and related correspondence.
06/29/20	Edward J. Schneidman, P.C.	1.00	Telephone conference with Lazard and K&E team re status and checklist (.5); telephone conference with Milbank, Lazard, AlixPartners and Company re Propco-Opco structural matters and process (.5).
06/29/20	Stephen G. Tomlinson, P.C.	1.00	Attend to comments to negotiation framework.
06/29/20	Logan Weissler	1.40	Correspond with L. Huynh and Milbank re business plan cleansing, NDA expiration and potential REIT spinoff (1.1); attend telephone conference re REIT spinoff transaction steps (.3).
06/30/20	Kevin S. Beckoff	2.00	Revise Lease Property Chart.
06/30/20	Mike Beinus, P.C.	0.60	Review REIT and restructuring matters.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Property Analysis

Invoice Number: 1050032388  
Matter Number: 47223-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Daniel Carlomany	1.70	Review and analyze Company real estate documents.
06/30/20	Daniel Cho	1.20	Review and organize lease document and reciprocal easement agreements.
06/30/20	Joshua Faulkner	6.50	Review diligence materials re store chart.
06/30/20	John Thomas Goldman	2.00	Coordinate diligence process and review.
06/30/20	Will Lawley	0.60	Telephone conference with Company re REIT formation and structure (.1); attend telephone conference re REIT structure with counsel for independent directors (.5).
06/30/20	Jonathan A. Schechter, P.C.	1.00	Telephone conference with advisors re Opco/Propco.
06/30/20	Edward J. Schneidman, P.C.	0.50	Telephone conference with Katten.
<b>Total</b>		<b>890.90</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032389**

**Client Matter: 47223-25**

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## In the Matter of REIT - Expenses

For expenses incurred through June 30, 2020  
(see attached Description of Expenses for detail)

\$ 208.94

Total expenses incurred

\$ 208.94

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Expenses

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Invoice Number: 1050032389  
Matter Number: 47223-25

**Description of Expenses**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Third Party Telephone Charges	17.14
Standard Copies or Prints	25.92
Color Copies or Prints	72.05
Westlaw Research	53.72
Overtime Meals - Attorney	39.11
Computer Database Research - Soft	1.00
<b>Total</b>	<b>\$ 208.94</b>

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 REIT - Expenses

Invoice Number: 1050032389  
 Matter Number: 47223-25

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**Description of Expenses**

**Third Party Telephone Charges**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference services	1.13
06/30/20	Intrado Enterprise Collaboration Inc - Conf. re case status	15.09
06/30/20	Intrado Enterprise Collaboration Inc - June 2020 Teleconference	0.92
	<b>Total</b>	<b>17.14</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Expenses

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Invoice Number: 1050032389  
Matter Number: 47223-25

**Standard Copies or Prints**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/26/20	Standard Copies or Prints	25.92
	<b>Total</b>	<b>25.92</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Expenses

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Invoice Number: 1050032389  
Matter Number: 47223-25

**Color Copies or Prints**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/26/20	Color Copies or Prints	72.05
	<b>Total</b>	<b>72.05</b>



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Expenses

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Invoice Number: 1050032389  
Matter Number: 47223-25

**Westlaw Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mosquera, Clara C on 6/25/2020	53.72
	<b>Total</b>	<b>53.72</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Expenses

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Invoice Number: 1050032389  
Matter Number: 47223-25

**Overtime Meals - Attorney**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/14/20	Eric Zhi - Eric Zhi, Overtime Meals - Attorney, Chicago Document Review Eric Zhi 06/14/2020	39.11
	<b>Total</b>	<b>39.11</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
REIT - Expenses

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Invoice Number: 1050032389  
Matter Number: 47223-25

**Computer Database Research - Soft**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/01/20	PACER Usage for 06/2020	1.00
	<b>Total</b>	<b>1.00</b>
<b>TOTAL EXPENSES</b>		<b>\$ 208.94</b>

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032390**

**Client Matter: 47223-26**

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**In the Matter of Tax**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 142,281.50

Total legal services rendered

\$ 142,281.50

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Tax

Invoice Number: 1050032390  
 Matter Number: 47223-26

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Margaret R. Alden	0.40	610.00	244.00
Mike Beinus, P.C.	9.20	1,745.00	16,054.00
Chris Ceresa	0.20	610.00	122.00
Rebecca Blake Chaikin	0.50	1,085.00	542.50
John Thomas Goldman	2.00	1,195.00	2,390.00
Paul Stephens Hendrickson	87.50	975.00	85,312.50
Lanchi Huynh	0.50	1,305.00	652.50
Natalie Kannan	4.90	645.00	3,160.50
Library Factual Research	2.00	375.00	750.00
Todd F. Maynes, P.C.	0.50	1,845.00	922.50
Anthony Vincenzo Sexton	25.40	1,265.00	32,131.00
<b>TOTALS</b>	<b>133.10</b>		<b>\$ 142,281.50</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Tax

Invoice Number: 1050032390  
Matter Number: 47223-26

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/16/20	Lanchi Huynh	0.50	Analyze issues relating to NOL plan.
05/16/20	Anthony Vincenzo Sexton	0.20	Correspond with K&E team re tax issues.
05/18/20	Paul Stephens Hendrickson	1.80	Correspond with K&E team re first-day orders and related SEC filing (.2); correspond with Company and K&E team re ongoing tax analysis (.1); telephone conference with Company re same (1.2); review and assess most recent REIT modeling from Company's outside accountants (.3).
05/18/20	Anthony Vincenzo Sexton	1.00	Telephone conference with Company re tax modeling outcomes.
05/19/20	Mike Beinus, P.C.	1.20	Review restructuring matters (.5); related correspondence and analysis (.7).
05/19/20	Paul Stephens Hendrickson	2.00	Correspond with A. Sexton and Company's outside accountants re tax rules (.2); research same (1.6); correspond with K&E team re work in process (.2).
05/19/20	Todd F. Maynes, P.C.	0.50	Prepare correspondence re term sheet discussion.
05/20/20	Paul Stephens Hendrickson	1.50	Research tax rules re basis and cancellation of indebtedness income (1.0); correspond with K&E team re REIT structure (.4) correspond with K&E team re various matter updates (.1).
05/21/20	Paul Stephens Hendrickson	0.50	Correspond with Company's outside restructuring advisors, certain creditors and K&E team re tax diligence issues.
05/21/20	Anthony Vincenzo Sexton	0.20	Review and analyze tax modeling materials.
05/22/20	Paul Stephens Hendrickson	0.20	Correspond with creditors and A. Sexton re tax diligence issues.
05/25/20	Paul Stephens Hendrickson	1.20	Revise tax markup re tax modeling materials.
05/26/20	Paul Stephens Hendrickson	5.50	Correspond with Company re ongoing tax workstreams (.1); research rules re asset basis reduction in connection with cancellation of indebtedness income (1.9); research tax rules re amortization of future rights to receive services (3.5).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Tax

Invoice Number: 1050032390  
Matter Number: 47223-26

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Paul Stephens Hendrickson	9.00	Prepare for and participate in telephone conference with Company re ongoing tax workstreams (.3); correspond with A. Sexton re worthless stock deduction issue (.1); review, analyze, and mark up same with tax comments (.7); research rules re capitalization under Code section 263 and related treasury regulations (4.1); research tax law re treatment of advertising, marketing expenditures (3.8).
05/27/20	Anthony Vincenzo Sexton	0.20	Telephone conference with Company re status of modeling and related issues.
05/28/20	Rebecca Blake Chaikin	0.50	Telephone conference re taxes with Company, Alix.
05/28/20	Paul Stephens Hendrickson	9.10	Research tax law re treatment of advertising, marketing expenditures (1.5); research tax rules re accounting methods and timing for taking expenditures into account (4.4); research interaction of tax rules re capitalization, deduction, accounting methods and prepaid expenses (3.2).
05/29/20	Mike Beinus, P.C.	0.50	Review credit agreement matters (.3); correspondence (.2).
05/29/20	Paul Stephens Hendrickson	9.70	Research precedent fee letters (.4); review, analyze, and mark up with tax comments draft fee letters in present matter (.5); correspond with K&E team re same (.3); review, analyze, and mark up same with tax comments (2.8); correspond with A. Sexton re same (.2); revise same based on others' comments (.8); correspond with K&E team re draft security agreement (.1); research interaction of tax rules re capitalization, deduction, accounting methods, and prepaid expenses (3.0); analyze same (1.6).
05/30/20	Paul Stephens Hendrickson	1.00	Review and analyze draft pledge and security agreement (.8); correspond with A. Sexton re same (.1); correspond with K&E team re same (.1).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Tax

Invoice Number: 1050032390  
Matter Number: 47223-26

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/20	Paul Stephens Hendrickson	4.10	Research tax rules re capitalization, deduction, accounting methods and prepaid expenses (2.4); draft analysis of how the same operates in the context of prepaid advertising expenses (1.1); correspond with A. Sexton re same (.3); arrange telephone conference with creditor re tax diligence issues (.2); correspond with financial advisors re draft process letter (.1).
06/01/20	Anthony Vincenzo Sexton	0.40	Review and analyze accounting method attribute reduction issues.
06/02/20	Paul Stephens Hendrickson	1.40	Prepare for and attend telephone conference with creditor re tax diligence issues (.8); draft spreadsheet to track tax-related diligence requests (.3); correspond with A. Sexton re analysis on capitalization of prepaid advertising/marketing expenses (.2); correspond with K&E team and financial advisors re draft process letter (.1).
06/02/20	Anthony Vincenzo Sexton	0.50	Telephone conference with creditor counsel re tax attribute planning (.4); review and analyze materials re same (.1).
06/03/20	Mike Beinus, P.C.	0.60	Review status and documents (.3); analyze same (.3).
06/03/20	Paul Stephens Hendrickson	1.40	Research and analyze issue re attribute reduction for prepaid expenses (.4); correspond with A. Sexton re same (.2); prepare for and participate in telephone conference with Company re ongoing tax workstreams (.8).
06/03/20	Anthony Vincenzo Sexton	0.70	Standing telephone conference with company and KPMG re modeling and analysis issues (.7).
06/06/20	Paul Stephens Hendrickson	0.10	Correspond with K&E team re process letter.
06/06/20	Anthony Vincenzo Sexton	0.80	Review and analyze real estate materials (.5); review and analyze tax modeling information (.3).
06/08/20	Paul Stephens Hendrickson	1.60	Prepare for and attend telephone conference with Company re ongoing tax work streams (.7); prepare for and attend telephone conference with creditor re tax attributes, structure (.8); correspond with K&E team re working group and general matter and work stream updates (.1).



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Tax

Invoice Number: 1050032390  
Matter Number: 47223-26

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/20	Anthony Vincenzo Sexton	0.70	Telephone conference with KPMG and Company re tax modeling issues.
06/09/20	Paul Stephens Hendrickson	1.90	Research tax rules re debt fungibility (.3); review DIP funding tax issues (1.6).
06/10/20	Paul Stephens Hendrickson	1.90	Prepare for and attend telephone conference with Company and accountants re ongoing tax work streams (.5); correspond with Company re REIT modeling and tax allocation issues (.2); review and assess updated REIT model (.4); review and assess tax allocation summary (.5); correspond with K&E team re property selection, valuation issues and equity committee hearing (.3).
06/10/20	Anthony Vincenzo Sexton	1.10	Telephone conference with KPMG and Company re tax modeling and related issues (.4); review and analyze materials re same (.7).
06/11/20	Mike Beinus, P.C.	1.20	Review re proposals and related analysis.
06/12/20	Mike Beinus, P.C.	1.90	Review and analyze structuring (1.0); telephone conference with KPMG (.9).
06/12/20	Paul Stephens Hendrickson	0.60	Prepare for and attend telephone conference with Company and its outside accountants re valuation issues (.5); correspond with K&E team re sources and uses (.1).
06/12/20	Anthony Vincenzo Sexton	1.30	Telephone conference with KPMG re tax modeling issues (.6); review and analyze issues re same (.7).
06/14/20	Anthony Vincenzo Sexton	1.00	Review and analyze tax modeling issues.
06/15/20	Mike Beinus, P.C.	1.70	Review analysis and related correspondence (.7); telephone conference with KPMG (1.0).
06/15/20	John Thomas Goldman	2.00	Review and discuss tax diligence questions and issues.
06/15/20	Paul Stephens Hendrickson	6.90	Correspond with tax team re legal issues re Section 382 (.6); correspond with N. Kannan re same (.3); research same (3.2); prepare for and attend telephone conference with Company re valuation, Section 382 issues (1.5); correspond with K&E team re work in process (.1); correspond with K&E team, Company re tax diligence questions (.8); correspond with K&E team re valuation issues (.4).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Tax

Invoice Number: 1050032390  
Matter Number: 47223-26

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/20	Anthony Vincenzo Sexton	1.90	Telephone conference with KPMG re modeling (1.3); review and analyze tax modeling and related issues (.6).
06/16/20	Paul Stephens Hendrickson	2.30	Correspond with A. Sexton, Company and creditor's tax counsel re rules re ownership change (.5); research same (1.0); correspond with N. Kannan re same (.4); correspond with K&E team re Opco/Propco structure (.1); correspond with Company and K&E team re unclaimed property (.2); correspond with Company's outside accountants re tax diligence questions (.1).
06/16/20	Anthony Vincenzo Sexton	0.80	Review and analyze tax modeling issues.
06/17/20	Paul Stephens Hendrickson	3.80	Correspond with tax team and advisors re issues with tax treatment of DIP loans (.3); research tax rules re same (.8); correspond with K&E team re valuation issues (.7); correspond with K&E team re lease optimization structure (.2); review and analyze same (.9); prepare for and attend telephone conference with M. Schroth re same (.1); prepare for and attend telephone conference with Company and advisors re ongoing tax work streams (.8).
06/17/20	Natalie Kannan	2.20	Research re tax consideration.
06/17/20	Anthony Vincenzo Sexton	1.30	Telephone conference with KPMG and Company re tax modeling and related analysis (.6); review and analyze materials re same (.7).
06/18/20	Paul Stephens Hendrickson	3.50	Correspond with K&E team and advisors re valuation issues (.3); draft spreadsheet comparing values re properties (1.6); correspond with advisors re valuation issues (.2); correspond with creditor advisors re structure (.2); correspond with advisors re updated real estate transactions models (.3); review and analyze same (.9).
06/18/20	Natalie Kannan	0.30	Research relevant tax consideration.
06/18/20	Anthony Vincenzo Sexton	0.80	Review and analyze tax modeling materials.
06/19/20	Paul Stephens Hendrickson	0.60	Correspond with N. Kannan re Section 382 research (.3); correspond with advisors re tax issues with fungibility (.2); telephone conference with advisors re same (.1).
06/19/20	Natalie Kannan	2.40	Research relevant tax considerations.

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Tax

Invoice Number: 1050032390  
Matter Number: 47223-26

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/20	Anthony Vincenzo Sexton	0.20	Telephone conference with K&E team re property sorting.
06/22/20	Paul Stephens Hendrickson	3.80	Prepare for and attend telephone conference with K&E team re OpCo/PropCo structure (.7); prepare for and attend telephone conference with creditor's counsel re tax modeling (.8); correspond with K&E team re OpCo/PropCo structure and valuation issues (.6); review and assess updated valuation and structure materials (1.2); correspond with advisors re issue price issues, OpCo/PropCo structure and valuation issues (.4); correspond with creditor's counsel re same (.1).
06/22/20	Anthony Vincenzo Sexton	1.90	Telephone conference with K&E team re transaction structuring (.6); review and analyze materials re same (.8); telephone conference with Milbank re tax structuring (.5).
06/23/20	Chris Ceresa	0.20	Correspond with Alix re outstanding tax claims.
06/23/20	Anthony Vincenzo Sexton	1.60	Telephone conference re Propco/Opco proposal (1.0); review materials re same (.2); correspond with K&E team re same (.4).
06/24/20	Mike Beinus, P.C.	1.60	Review Propco (.5); related review and correspondence (1.1).
06/24/20	Paul Stephens Hendrickson	5.10	Correspond with K&E team re general matter updates, REIT PropCo/OpCo implementation checklist, and true lease opinion issues (.6); review and assess REIT PropCo/OpCo implementation checklist (.4); correspond with A. Sexton re same (.1); review and assess others' comments to same (.2); correspond with tax team re PropCo/OpCo structure, true lease opinion issues (.5); prepare for and attend telephone conference with Company re ongoing tax workstreams (.6); research precedent true lease documents (1.7); correspond with Company re updated real estate transactions model (.1); review and assess same (.9).
06/24/20	Anthony Vincenzo Sexton	1.60	Telephone conference with KPMG and Company re tax modeling (.5); review and analyze materials re same (.4); correspond with K&E team re same (.2); review and revise structuring materials (.5).

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Tax

Invoice Number: 1050032390  
Matter Number: 47223-26

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/20	Paul Stephens Hendrickson	1.10	Correspond with tax team re REIT PropCo/OpCo implementation checklist and true lease opinion issues (.4); correspond with K&E team re research of precedent true lease documents (.7).
06/25/20	Library Factual Research	2.00	Identify REIT spinoff documents.
06/25/20	Anthony Vincenzo Sexton	0.20	Review and revise structuring materials.
06/26/20	Paul Stephens Hendrickson	1.10	Prepare for and attend telephone conference with corporate and real estate teams re OpCo/PropCo structure, REIT modeling, etc. (.8); correspond with K&E team, Company re updated information with respect to REIT modeling and tax restructuring analysis (.3).
06/26/20	Anthony Vincenzo Sexton	1.60	Telephone conference with K&E team re deal status issues and checklist (.5); review and revise checklist materials (.2); review tax modeling materials (.9).
06/27/20	Mike Beinus, P.C.	0.50	Telephone conference with KPMG re model.
06/27/20	Paul Stephens Hendrickson	1.30	Prepare for and attend telephone conference with Company re tax modeling, issue price of the DIP, and other open tax issues.
06/27/20	Anthony Vincenzo Sexton	2.30	Telephone conference with KPMG re modeling materials (1.0); review and analyze materials re same (.8); correspond with K&E team re same (.5).
06/28/20	Paul Stephens Hendrickson	2.20	Prepare for and attend telephone conference with the Company's financial advisors re valuation issues (1.1); correspond with tax team, Company advisors, Company and creditor's counsel re valuation issues, property selection and issue price issues (1.0); correspond with K&E team re general matter updates (.1).
06/28/20	Anthony Vincenzo Sexton	1.20	Telephone conference with K&E team and Lazard re tax modeling issues (.7); review and analyze materials re same (.5).
06/29/20	Paul Stephens Hendrickson	1.00	Prepare for and attend telephone conference with K&E team, creditor's counsel, Company and Company advisors re OpCo/PropCo structure and implementation checklist (.8); correspond with K&E team re tax modeling for business plan and REIT PropCo/OpCo implementation checklist (.2).

Legal Services for the Period Ending June 30, 2020

Invoice Number:

1050032390

J.C. Penney Company, Inc.

Matter Number:

47223-26

Tax

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/20	Anthony Vincenzo Sexton	0.80	Telephone conference with K&E team, Lazard, Milbank and others re deal structuring and to-dos (.6); review tax modeling materials (.2).
06/30/20	Margaret R. Alden	0.40	Review, analyze taxes order re authorization re consultants (.2); correspond with K. Pageau, Alix re same (.2).
06/30/20	Paul Stephens Hendrickson	0.30	Correspond with K&E team re unclaimed property letter and tax diligence items.
06/30/20	Anthony Vincenzo Sexton	1.10	Correspond with K&E team and Lazard re status of tax modeling (.3); review and research WSD issues (.8).
<b>Total</b>		<b>133.10</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

300 North LaSalle  
Chicago, IL 60654

FEIN 36-1326630

September 15, 2020

J.C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1010073798**

**Client Matter: 47223-27**

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**In the Matter of Client vs. Amend, Michael, et al.**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 46,068.50

Total legal services rendered

\$ 46,068.50

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Client vs. Amend, Michael, et al.

Invoice Number: 1010073798  
 Matter Number: 47223-27

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Matthew Antinossi	6.10	1,375.00	8,387.50
Chris Burkhalter	5.30	835.00	4,425.50
Jeremy A. Fielding, P.C.	3.80	1,295.00	4,921.00
Michael Kalis	6.30	1,025.00	6,457.50
Joseph A. Loy, P.C.	1.00	1,285.00	1,285.00
Adine Mitrani	0.50	965.00	482.50
Jessie Perlman	1.50	610.00	915.00
Claudia Ray	6.20	1,295.00	8,029.00
Lauren J. Schweitzer	7.70	1,025.00	7,892.50
Seth Traxler, P.C.	1.80	1,495.00	2,691.00
Gregory Tsonis	0.60	970.00	582.00
<b>TOTALS</b>	<b>40.80</b>		<b>\$ 46,068.50</b>

Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Client vs. Amend, Michael, et al.

Invoice Number: 1010073798  
Matter Number: 47223-27

### **Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/26/20	Jessie Perlman	0.50	Correspond with A. Mitrani and K. Horne re IP diligence.
05/27/20	Adine Mitrani	0.50	Correspond with C. Ray re IP diligence.
05/27/20	Claudia Ray	1.70	Conference and correspond with J. Perlman and A. Mitrani re intercompany IP issues (.5); correspond and conference with L. Schweitzer re research re same (.7); review and analyze agreements, trademark schedule and claims memorandum (.5).
05/29/20	Matthew Antinossi	1.50	Review M. Amend benefit claim and correspondence from Company team re same (.5); telephone conference with M. Slade, J. Fielding and M. Kalis re same (.5); correspond with G. Bair re plan documents (.3); review same (.2).
05/29/20	Michael Kalis	0.50	Participate in telephone conference with K&E team re case status and response to letter re mirror plan.
05/29/20	Claudia Ray	0.50	Correspond with L. Schweitzer re research re trademark issues.
05/29/20	Lauren J. Schweitzer	4.50	Research re intercompany trademark issues (3.2); draft summary of same (.8); correspond with C. Ray re same (.5).
05/30/20	Matthew Antinossi	2.50	Review mirror plan documents and executive termination agreement (1.5); draft memorandum to K&E team re same (.5); draft proposed response to participant attorney re benefit plan payments (.5).
06/01/20	Jeremy A. Fielding, P.C.	0.50	Review background documents and draft response letter.
06/03/20	Matthew Antinossi	0.20	Review correspondence from J. Fielding re company response to amend claim.
06/03/20	Jeremy A. Fielding, P.C.	0.90	Review legal summary by M Antinossi (.5); correspond re summary and recommendation to G. Morris (.4).
06/10/20	Michael Kalis	0.50	Review correspondence and draft letter re mirror plan response (.3); correspond with J. Fielding re same (.2).



Legal Services for the Period Ending June 30, 2020  
J.C. Penney Company, Inc.  
Client vs. Amend, Michael, et al.

Invoice Number: 1010073798  
Matter Number: 47223-27

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/20	Matthew Antinossi	0.80	Review M. Amend claim and draft response (.3); correspond with K&E team re same (.1); telephone conference with G. Morris and K&E team re same (.4).
06/11/20	Jeremy A. Fielding, P.C.	1.50	Review complaint, Baker Botts demand letter, and related contracts between Amend and JCP (.6); strategize with M. Kalis re next steps (.3); telephone conference with G. Morris re next steps (.3); review and revise letters to amend (.3).
06/11/20	Michael Kalis	3.30	Telephone conferences with J. Fielding, M. Antinossi and G. Morris re mirror plan response letter.
06/12/20	Matthew Antinossi	0.80	Review and analyze revised response to benefit claim (.5); draft memorandum to M. Kalis and J. Fielding re same (.3).
06/13/20	Michael Kalis	0.50	Review and revise letters re Amend's demand for mirror plan payments.
06/14/20	Michael Kalis	0.50	Review and revise letters re Amend's demand for mirror plan payments (.2); correspond with J. Fielding re same (.3).
06/15/20	Matthew Antinossi	0.30	Review and analyze revised proposed response to M. Amend claim (.2); review correspondence from M. Kalis to G. Morris re same (.1).
06/15/20	Jeremy A. Fielding, P.C.	0.30	Review and revise response letters to amend demand.
06/15/20	Claudia Ray	0.20	Correspond with J. Perlman re next steps re trademark issues.
06/17/20	Claudia Ray	0.20	Correspond with J. Perlman and L. Schweitzer re next steps re trademark issues.
06/17/20	Lauren J. Schweitzer	0.20	Correspond with C. Ray, J. Perlman, and A. Mitrani re telephone conference with Company for fact investigation.
06/17/20	Seth Traxler, P.C.	0.20	Patent settlement analysis.
06/19/20	Seth Traxler, P.C.	0.50	Review patent litigation matter.
06/22/20	Seth Traxler, P.C.	0.50	Correspond with Quinn re IP questions.
06/23/20	Claudia Ray	0.20	Correspond with J. Perlman and L. Schweitzer re trademark use issues (.1); review and analyze additional information re same (.1).

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Client vs. Amend, Michael, et al.

Invoice Number: 1010073798  
 Matter Number: 47223-27

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Lauren J. Schweitzer	0.50	Revise questions for Company interview (.3); correspond with C. Ray re same (.2).
06/24/20	Claudia Ray	1.20	Prepare for and participate in telephone conference with Company re practices and agreements re intercompany trademark uses and questions re same (.5); correspond with L. Schweitzer and IP transactions team re prep for same and issues for follow-up in light of additional info from call with clients (.3); review and revise list of questions for call with Company re trademark issues (.4).
06/24/20	Lauren J. Schweitzer	1.50	Telephone conference with J. Rosman, D. Wolverton, S. Lewis-Bullitt, A. Mitrani, J. Perlman, and C. Ray re trademark licensing and use issues (.5); telephone conference with C. Ray re same and re next steps (.3); draft summary of call and communicate with J. Perlman, A. Mitrani, and C. Ray re same and re patent settlement research (.7).
06/24/20	Gregory Tsonis	0.60	Correspond with Company re intercompany claims IP issues.
06/26/20	Jeremy A. Fielding, P.C.	0.60	Telephone conference with client re appellate filing (.3); strategize and legal research re next steps (.3).
06/26/20	Michael Kalis	0.50	Telephone conferences re defendants' notice of bankruptcy filing.
06/28/20	Seth Traxler, P.C.	0.10	Registered IP questions.
06/29/20	Chris Burkhalter	2.20	Review and analyze law related to automatic stay provision of the bankruptcy code.
06/29/20	Michael Kalis	0.20	Review research from C. Burkhalter.
06/29/20	Jessie Perlman	1.00	Review and analyze domain name ownership correspondence and materials.
06/29/20	Claudia Ray	0.70	Review and analyze MOU and related information re patent litigation settlement (.5); correspond with L. Schweitzer, J. Perlman and A. Mitrani re same (.2).
06/29/20	Lauren J. Schweitzer	0.50	Analyze settlement agreement and memorandum of understanding and communicate with C. Ray re same (.3); correspond with J. Perlman re same (.2).
06/29/20	Seth Traxler, P.C.	0.20	Review questions re IP ownership.
06/30/20	Chris Burkhalter	3.10	Draft motion to reinstate.
06/30/20	Michael Kalis	0.30	Review motion to reinstate.

Legal Services for the Period Ending June 30, 2020  
 J.C. Penney Company, Inc.  
 Client vs. Amend, Michael, et al.

Invoice Number: 1010073798  
 Matter Number: 47223-27

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Joseph A. Loy, P.C.	1.00	Review and analyze settlement agreement with CXT (.4); review EDTX docket re same (.2); review orders dismissing counts I-III with prejudice (.1); review order dismissing case with prejudice (.1); telephone conference with C. Ray re case strategy and scope of additional potential research (.2).
06/30/20	Claudia Ray	1.50	Conference with L. Schweitzer and TIPT team re possible contract, preclusion and patent issues re settlement agreement and strategy/next steps re same (1.3); conference with J. Loy re same (.2).
06/30/20	Lauren J. Schweitzer	0.50	Telephone conference with C. Ray, J. Perlman, A. Mitrani, A. Petravicius, and S. Traxler re patent settlement agreement.
06/30/20	Seth Traxler, P.C.	0.30	Review and analyze patent settlement.
<b>Total</b>		<b>40.80</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

September 15, 2020

Client Z  
6501 Legacy Drive  
Plano, TX 75024

Attn: Brandy Treadway

**Invoice Number: 1050032391**

**Client Matter: 47223-28**

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**In the Matter of IP Asset Maintenance / Operations**

For legal services rendered through June 30, 2020  
(see attached Description of Legal Services for detail)

\$ 2,105.00

Total legal services rendered

\$ 2,105.00

Legal Services for the Period Ending June 30, 2020  
Client Z  
IP Asset Maintenance / Operations

Invoice Number: 1050032391  
Matter Number: 47223-28

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Jessie Perlman	1.00	610.00	610.00
Seth Traxler, P.C.	1.00	1,495.00	1,495.00
<b>TOTALS</b>	<b>2.00</b>		<b>\$ 2,105.00</b>

Legal Services for the Period Ending June 30, 2020  
Client Z  
IP Asset Maintenance / Operations

Invoice Number: 1050032391  
Matter Number: 47223-28

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**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/03/20	Seth Traxler, P.C.	1.00	Analyze issues re Oracle.
06/28/20	Jessie Perlman	1.00	Review and analyze registered IP schedules.
<b>Total</b>		<b>2.00</b>	

**Certificate of Service**

I certify that on September 15, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh